

NEWMONT MINING CORP /DE/

Form 10-K/A

July 28, 2004

[Table of Contents](#)

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 10-K/A**

(Amendment No. 1)

**FOR ANNUAL AND TRANSITION REPORTS**  
**PURSUANT TO SECTIONS 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

(Mark One)

**x** **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the Fiscal Year Ended December 31, 2003**

**or**

**..** **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the Transition Period From** **to**

**Commission File Number 001-31240**

# Newmont Mining Corporation

(Exact Name of Registrant as Specified in Its Charter)

<b>Delaware</b> (State or Other Jurisdiction of Incorporation or Organization)	<b>84-1611629</b> (I.R.S. Employer Identification No.)
<b>1700 Lincoln Street</b>	<b>80203</b>
<b>Denver, Colorado</b> (Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code (303) 863-7414

## Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock, \$1.60 par value	New York Stock Exchange

## Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

Indicate by check mark whether the Registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes ☒ No ☐

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of June 30, 2003: \$11,747,114,016. There were

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400,563,988 shares of common stock outstanding (and 42,252,191 exchangeable shares exchangeable into Newmont Mining Corporation common stock on a one-for-one basis) on March 2, 2004.

### **DOCUMENTS INCORPORATED BY REFERENCE**

Portions of Registrant's definitive Proxy Statement submitted to the Registrant's stockholders in connection with our 2004 Annual Stockholders Meeting to be held on April 28, 2004, are incorporated by reference into Part III of this report.

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**Table of Contents**

**EXPLANATORY NOTE**

This Amendment No. 1 on Form 10-K/A (this Amendment) amends the Annual Report on Form 10-K for the year ended December 31, 2003 filed on March 15, 2004 (the Original Filing). Newmont Mining Corporation has filed this Amendment to correct an error in the Statements of Consolidated Cash Flows as described in Note 32, Restatement of Statements of Consolidated Cash Flows, as well as to make corresponding textual changes in Item 2, Management's Discussion and Analysis of Results of Operations and Financial Condition and to add related information in Item 9A, Controls and Procedures. Other information contained herein has not been updated. Therefore, you should read this Amendment together with other documents that we have filed with the Securities and Exchange Commission subsequent to the filing of the Original Filing. Information in such reports and documents updates and supersedes certain information contained in this Amendment. The filing of this Amendment shall not be deemed an admission that the Original Filing, when made, included any known, untrue statement of material fact or knowingly omitted to state a material fact necessary to make a statement not misleading.

**Table of Contents**

**TABLE OF CONTENTS**

	<b><u>Page</u></b>
<b>PART II</b>	
ITEM 7.	
<u>MANAGEMENT'S DISCUSSION AND ANALYSIS OF CONSOLIDATED FINANCIAL CONDITION AND RESULTS OF OPERATIONS</u>	51
Restatements	51
<u>Overview</u>	52
<u>Accounting Changes</u>	55
<u>Restructuring</u>	57
<u>Acquisitions</u>	57
<u>Critical Accounting Policies</u>	58
<u>Consolidated Financial Results</u>	70
<u>Results of Operations</u>	81
<u>Recent Accounting Pronouncements</u>	94
<u>Liquidity and Capital Resources</u>	96
<u>Investing Activities</u>	100
<u>Financing Activities</u>	105
<u>Environmental</u>	109
<u>Forward-Looking Statements</u>	110
ITEM 8.	
FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA	
ITEM 9A.	
CONTROLS AND PROCEDURES	
<b>PART IV</b>	
ITEM 15.	
<u>EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K</u>	216
<u>NUSA TENGGERA PARTNERSHIP V.O.F. CONSOLIDATED FINANCIAL STATEMENTS</u>	NT-1
<u>EXHIBIT INDEX</u>	E-1

---

## **Table of Contents**

*This document (including information incorporated herein by reference) contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, which involve a degree of risk and uncertainty due to various factors affecting Newmont Mining Corporation and our affiliates and subsidiaries. For a discussion of some of these factors, see the discussion in Item 1A, Risk Factors, of this report.*

## **ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF CONSOLIDATED FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

### **Restatements**

As further described in Note 32 to the Consolidated Financial Statements, Newmont has determined that certain adjustments are required to restate the Statements of Consolidated Cash Flows for the years ended December 31, 2003 and 2002. The Company has determined that it incorrectly classified the impact of foreign currency exchange rate changes among *Net cash provided by operating activities* and *Effect of exchange rate changes on cash* in the Statements of Consolidated Cash Flows and, therefore, a restatement is required to classify the impact of foreign currency exchange rate changes to the proper line items. In addition, for the year ended December 31, 2003, the Company corrected certain misclassifications between *Net cash provided by operating activities* and *Net cash used in investing activities*.

In total, the restatements decreased *Net cash provided by operating activities* by \$50.3 million, decreased *Net cash used in investing activities* by \$4.7 million and increased *Effect of exchange rate changes on cash* by \$45.6 million for the year ended December 31, 2003. The restatements decreased *Net cash provided by operating activities* by \$14.5 million and increased *Effect of exchange rate changes on cash* by \$14.5 million for the year ended December 31, 2002. The restatements had no effect on the Statements of Consolidated Operations and Comprehensive Income (Loss), the Consolidated Balance Sheets or the Statements of Consolidated Changes in Stockholders' Equity at or for the years ended December 31, 2003 and 2002.

The following discussion provides information that management believes is relevant to an assessment and understanding of the consolidated financial condition and results of operations of Newmont Mining Corporation and its subsidiaries (collectively, Newmont or the Company). References to A\$ refer to Australian currency, CDN\$ to Canadian currency, CHF to Swiss currency, NZD\$ to New Zealand currency and U.S. or \$ to United States currency.

This discussion addresses matters we consider important for an understanding of our financial condition and results of operations as of and for the three years ended December 31, 2003, as well as our future results. It consists of the following subsections:

Overview, which provides a brief summary of our consolidated results and financial position and the primary factors affecting those results, as well as a summary of our expectations for 2004;

Accounting Changes, which provides a discussion of recent changes to our accounting policies that have affected how we account for reclamation and remediation costs and for depreciation, depletion and amortization of property, plant and mine development;

Restructuring and Acquisitions, which provide information regarding our 2002 restructuring and our 2002 and 2003 acquisitions;

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Critical Accounting Policies, which provides an analysis of the accounting policies we consider critical because of their effect on the reported amounts of assets, liabilities, income and/or expenses in our consolidated financial statements and because they require difficult, subjective or complex judgments by our management;

Consolidated Financial Results, which includes a discussion of our consolidated financial results for the last three years;

## **Table of Contents**

Results of Operations, which sets forth an analysis of the operating results for the last three years of Newmont's gold operations, the Base Metals Segment engaged in copper and zinc production, the Exploration Segment and the Merchant Banking Segment;

Recent Accounting Pronouncements, which summarizes recently published authoritative accounting guidance, how it might apply to us and how it might affect our future results; and

Liquidity and Capital Resources, which contains a discussion of our cash flows and liquidity, investing activities and financing activities, contractual obligations and off-balance sheet arrangements.

This item should be read in conjunction with our consolidated financial statements and the notes thereto included in this annual report.

## **Overview**

Newmont's original predecessor corporation was incorporated in 1921. Newmont is the world's largest gold producer and is the only gold company included in the S&P 500 Index. We are also engaged in the exploration for and acquisition of gold properties and are the world's largest private sector precious metals royalty owner. We have mining operations in the United States, Australia, Peru, Indonesia, Canada, Uzbekistan, Turkey, Bolivia, New Zealand and Mexico. We have an advanced development project in Ghana, which is expected to become our next core operating district. During the last few years we have expanded our global footprint through our exploration efforts and through the acquisition of operating and development assets. We believe that Newmont is positioned to remain a gold industry leader capable of achieving further profitable growth as we discover and develop new projects.

Newmont faces key risks associated with our business. One of the most significant risks is the fluctuation in the price of gold and other metals, which is affected by numerous factors beyond our control. Other challenges we face are production cost increases and potential social and environmental issues. Operating costs at our operations are subject to great variation from one year to the next due to a number of factors, such as changing ore grades, metallurgy and revisions to mine plans in response to the physical shape and location of the ore bodies. At foreign locations, such costs are also influenced by currency fluctuations that may affect our U.S. dollar operating costs. In addition, we must continually replace gold reserves depleted by production. Depleted reserves must be replaced by expanding known ore bodies or by locating new deposits in order to maintain production levels over the long term.

Our financial results for 2003 improved compared to 2002 and 2001, largely due to increased margins related to the higher gold prices received during the year. The Company strengthened its balance sheet by raising approximately \$1.0 billion through an equity offering in November, by substantially eliminating the Australian gold hedge books and by reducing outstanding debt. Newmont had worldwide gold reserves of 91.3 million equity ounces as of December 31, 2003, reflecting a 5% increase over the 86.9 million equity ounces as of December 31, 2002, despite Newmont's sale during 2003 of certain non-core operations with reserves of 4.2 million equity ounces.



**Table of Contents****Summary of Consolidated Financial and Operating Performance**

The table below highlights key financial and operating results:

	Years ended December 31,		
	2003	2002	2001
Net income (loss) applicable to common shares (in millions)	\$ 475.7	\$ 154.3	\$ (54.1)
Net income (loss) per share, basic	\$ 1.16	\$ 0.42	\$ (0.28)
Revenues (in millions)	\$ 3,214.1	\$ 2,657.9	\$ 1,666.7
Equity gold sales (in thousands of ounces)	7,383.6	7,631.7	5,466.1
Average price received per ounce of gold	\$ 366	\$ 313	\$ 271
Total cash costs (\$/ounce) <sup>(1)</sup>	\$ 203	\$ 189	\$ 184
Total production costs (\$/ounce) <sup>(1)</sup>	\$ 266	\$ 250	\$ 237

- <sup>(1)</sup> Total cash costs and total production costs are non-GAAP measures of performance that we use to determine the cash generating capacities of our mining operations and to monitor the performance of our mining operations. For a reconciliation of *Costs applicable to sales* to total cash costs and total production costs per ounce (unaudited), see Item 2, Properties, above.

**Consolidated Financial Performance**

Primarily as a result of the factors discussed below, our net income applicable to common shares increased to \$475.7 million (\$1.16 per share, basic) for the year ended December 31, 2003, an increase of 208% compared with net income applicable to common shares of \$154.3 million (\$0.42 per share, basic) for the year ended December 31, 2002. In 2001, we incurred a net loss of \$54.1 million (\$0.28 per share, basic). Newmont's revenues of \$3.2 billion in 2003 grew 21% from \$2.7 billion in 2002, which in turn increased \$1.0 billion, or 59%, from 2001. Higher revenues and net income in 2003 and 2002, as compared to 2001, were a direct result of higher production resulting from the acquisitions of Normandy and Franco-Nevada in early 2002, and increased margins on gold sales resulting from higher average realized gold prices.

During 2003 and 2002, the weakening U.S. dollar and other factors helped strengthen gold prices and as a result, our average realized gold price increased significantly from \$271 per ounce in 2001, to \$313 per ounce in 2002 and to \$366 in 2003. At December 31, 2003, we assumed a long-term gold price of \$360 per ounce for purposes of impairment testing of goodwill and the carrying value of long-lived assets, compared to an assumed gold price of \$320 per ounce at December 31, 2002. The increase in the assumed gold price for impairment testing in 2003 reflects the Company's improved view of long-term gold prices based on the improvement in gold market fundamentals.

The average realized gold price increases over the last few years were partially offset by higher total production costs per ounce. During the past three years, Newmont has seen significant increases in the cost of fuel, power and other bulk consumables. In addition, our production costs were affected by the increase in foreign currency exchange rates in relation to the U.S. dollar. While a weaker U.S. dollar generally benefits the gold price, which is quoted in U.S. dollars, it also results in higher costs quoted in U.S. dollars at certain of our foreign operations. Since the Company's acquisition of Normandy, the Australian dollar/U.S. dollar exchange rate has had the greatest impact on costs. We experienced an appreciation of 17% in the average Australian dollar/U.S. dollar exchange rate between 2003 and 2002.

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Our equity gold sales in 2003 of 7.4 million ounces were slightly lower than the 7.6 million ounces in 2002 because of the Company's divestiture of non-core equity investments. Equity gold sales in 2002 were approximately 40% higher than the 5.5 million ounces sold in 2001, as a result of the Normandy and Franco-Nevada acquisitions.

## **Table of Contents**

In addition, our financial and operating results for the year ended December 31, 2003 were impacted by the following significant items:

Our 2003 results reflect the full-year impact of our acquisitions of Normandy and Franco-Nevada;

we recognized a net \$83.2 million gain on investments in 2003 primarily relating to a gain on the exchange of certain securities;

we recognized net gains relating to Newmont Yandal Operations Pty Ltd ( NYOL ) of \$114.0 million as the result of the extinguishment of NYOL's debt, and \$106.5 million as a result of the extinguishment of NYOL gold hedge contracts;

we incurred losses in 2003 of \$119.5 million relating to Australian Magnesium Corporation, and a \$30.0 million charge relating to a Newmont guarantee of a loan to QMC Finance Pty Ltd;

we recognized foreign currency gains of \$97.0 million;

we spent significantly higher amounts on exploration, research and development; and

income tax expense was \$206.9 million in 2003, compared to \$19.9 million in 2002. The 2003 increase in tax expense was primarily attributable to significantly higher pre-tax income.

## ***Equity Accounted Investment***

Our results of operations and financial condition also include non-consolidated or equity accounted affiliates, the most significant of which is P.T. Newmont Nusa Tenggara, which owns the Batu Hijau mine in Indonesia. Equity income from Batu Hijau was \$82.9 million for 2003 compared to \$42.1 million in 2002. The increase in equity income at Batu Hijau over prior years primarily resulted from higher copper prices, increased gold by-product credits and lower smelting and refining costs.

Newmont expects to consolidate Batu Hijau effective January 1, 2004, following the adoption of FASB Interpretation No. 46R ( FIN 46R ). We expect this will have a material impact on our consolidated operating and financial results reported in the future.

## ***Liquidity***

During 2003, Newmont's balance sheet strengthened significantly, primarily from the equity offering completed in November, from positive operating cash flows and from the sale of non-core assets. The Company's financial position at December 31, 2003 and 2002 was as follows:

At December 31,

	2003	2002
	(in millions)	
Long-term debt (including current portion)	\$ 1,077.5	\$ 1,816.6
Total stockholders' equity	\$ 7,384.9	\$ 5,419.2
Cash and cash equivalents	\$ 1,314.0	\$ 401.7

During 2003, our debt and liquidity positions were affected by several events. We made net repayments of long-term debt of \$669.3 million, primarily reflecting early debt extinguishments. In November 2003, we completed an offering of 25 million shares of common stock, which raised gross proceeds of approximately \$1.0 billion. As a result of the proceeds received from the offering, our cash and cash equivalents and stockholders' equity both increased significantly. We also received \$224.6 million from the sale of marketable securities of Kinross, \$180.0 million from the sale of shares of TVX Newmont Americas and \$162.5 million from the issuance of common stock on the exercise of Franco-Nevada Class B warrants. Earnings of \$146.0 million were distributed to the minority partners of Yanacocha during 2003. In addition, during 2003 we spent \$176.3 million buying back gold derivative instruments, almost completely eliminating the portfolio of gold commodity derivative instruments obtained as part of the acquisition of Normandy.

## **Table of Contents**

### ***Looking Forward***

Certain key factors that have affected our financial and operating results in the past will affect our future financial and operating results. These include, but are not limited to the following:

Gold prices, and to a lesser extent, copper prices;

Given the increase in reserves and the progress made on development projects, production is anticipated to range between 7.0 million and 7.5 million equity ounces per year through 2006. Newmont is currently developing its next generation of lower cost mines. We anticipate that our Ahafo advanced development project in Ghana, West Africa, will generate steady-state annual gold sales of approximately 500,000 ounces commencing in 2006, with higher production in the initial years. We expect to make an investment decision on the Akyem project, also in Ghana, by the end of 2004. In Nevada, the Leeville underground project is approximately 42% complete with annual gold production of approximately 500,000 ounces expected to commence at the end of 2005, while annual production from the Phoenix development project, anticipated to begin operating in 2006, is expected to be between 400,000 to 450,000 ounces of gold and 18 to 20 million pounds of copper;

Changes in foreign currency exchange rates in relation to the U.S. dollar will continue to affect our future profitability and cash flow. Fluctuations in local currency exchange rates in relation to the U.S. dollar can increase or decrease profit margins and total cash costs per ounce to the extent costs are paid in local currency at foreign operations. Historically, such fluctuations have not had a material impact on the Company's revenue since gold is sold throughout the world principally in U.S. dollars. The Company's total cash costs are most significantly impacted by variations in the Australian dollar/U.S. dollar exchange rate. However, variations in the Australian dollar/U.S. dollar exchange rate historically have been strongly correlated to variations in the U.S. dollar gold price over the long-term. Increases or decreases in costs at Australian locations due to exchange rate changes have therefore tended to be mitigated by changes in sales reported in U.S. dollars at Australian locations in the Company's consolidated financial statements. No assurance, however, can be given that the Australian dollar/U.S. dollar exchange rate will continue to be strongly correlated to the U.S. dollar gold price in the future;

Capital expenditures in 2003 were \$501.4 million. We expect to increase capital expenditures in 2004 to between \$700 million and \$750 million, including costs related to the Ahafo project in Ghana and the Leeville and Phoenix projects in Nevada; and

Due to the strengthening of the gold market, and consistent with our exploration growth strategy, we expect 2004 exploration, research and development expenditures will total between \$140 million and \$150 million.

### **Accounting Changes**

#### ***Reclamation and Remediation (Asset Retirement Obligations)***

In August 2001, the Financial Accounting Standards Board ( FASB ) issued Statement of Financial Accounting Standards ( SFAS ) No. 143, Accounting for Asset Retirement Obligations, which established a uniform methodology for accounting for estimated reclamation and abandonment costs. Newmont adopted SFAS No. 143 as required on January 1, 2003. See Note 14 to the Consolidated Financial Statements for complete disclosure of the impact of adopting SFAS 143.



## Table of Contents

On a pro forma basis, the liabilities for asset retirement obligations would have been \$420.0 million and \$422.9 million at January 1, 2002 and December 31, 2002, respectively, if SFAS No. 143 had been applied at the beginning of 2002. The table below presents the impact of the accounting change for 2003 and the pro forma effect for 2002 as if the change had been in effect for that period (in thousands, except per share data):

	Year ended December 31,		
	2003 Impact	2002 (pro forma)	2001 (pro forma)
<b>(Decrease) increase to income</b>			
Costs applicable to sales (exclusive of depreciation, depletion and amortization shown separately below)			
Gold	\$ 21,597	\$ 10,548	\$ 9,779
Base metals	358		
Depreciation, depletion and amortization	(13,607)	(13,228)	(11,359)
Income tax (expense) benefit	(2,922)	938	553
Minority interest	(4,567)	1,938	1,451
Equity income of affiliate	(1,309)	36	(1,656)
<b>(Decrease) increase to income before cumulative effect of a change in accounting principle</b>	<b>\$ (450)</b>	<b>\$ 232</b>	<b>\$ (1,232)</b>
<b>(Decrease) increase to income before cumulative effect of a change in accounting principle per common share, basic and diluted</b>	<b>\$ 0.00</b>	<b>\$ 0.00</b>	<b>\$ 0.00</b>

The table below presents pro forma income (loss) and income (loss) per common share before cumulative effect of a change in accounting principle for years ended December 31, 2002 and 2001 as if the Company had adopted the SFAS No. 143 as of January 1, of each year (in thousands, except per share data):

	2002			2001	
	Income applicable to common shares before cumulative effect of a change in accounting principle	Income per common share before cumulative effect of a change in accounting principle, basic	Income per common share before cumulative effect of a change in accounting principle, diluted	Net loss applicable to common shares	Net loss per common share, basic and diluted
As reported	\$ 146,622	\$ 0.40	\$ 0.39	\$ (54,119)	\$ (0.28)
Effects of SFAS No. 143 accounting method	232			(1,232)	
<b>Pro forma</b>	<b>\$ 146,854</b>	<b>\$ 0.40</b>	<b>\$ 0.39</b>	<b>\$ (55,351)</b>	<b>\$ (0.28)</b>

***Depreciation, Depletion and Amortization***

During the third quarter of 2002, Newmont changed its accounting policy, retroactive to January 1, 2002, with respect to *Depreciation, depletion and amortization* ( DD&A ) of *Property, plant and mine development, net* to exclude future estimated development costs expected to be incurred for certain underground operations. Previously, the Company had included these costs and associated reserves in its DD&A calculations at certain of its underground mining operations. In addition, the Company further revised its policy such that costs incurred to access specific ore blocks or areas that only provide benefit over the life of that area are depreciated, depleted or amortized over the reserves associated with the specific ore area. These changes were made to better match DD&A with the associated ounces of gold sold and to remove the inherent uncertainty in estimating future development costs in arriving at DD&A rates. The cumulative effect of this change in accounting principle through December 31, 2001 increased net income in 2002 by \$7.7 million, net of tax of \$4.1 million, and increased net income per share by \$0.02. The effect of the change in 2002 was to increase DD&A expense by \$1.3 million and decrease net income by \$0.8 million for the year. If the change had been in effect for 2001, the



## **Table of Contents**

pro forma effect of the change would have reduced DD&A expense by \$2.0 million in 2001, and would have decreased the net loss by \$1.3 million for the same period, or \$0.01 per common share, basic and diluted.

## **Restructuring**

On February 13, 2002, Newmont stockholders approved adoption of an Agreement and Plan of Merger that provided for a restructuring of Newmont to facilitate the February 2002 acquisitions described below and to create a flexible corporate structure. Newmont merged with an indirect, wholly-owned subsidiary that resulted in Newmont (or Old Newmont) becoming a direct, wholly-owned subsidiary of a newly formed holding company. The new holding company, previously a direct, wholly-owned subsidiary of Old Newmont, was renamed Newmont Mining Corporation. There was no impact to the consolidated financial statements of Newmont as a result of this restructuring and former stockholders of Old Newmont became stockholders of the new holding company. Old Newmont was subsequently renamed Newmont USA Limited.

## **Acquisitions**

### ***Newmont NFM Limited Scheme of Arrangement***

On April 2, 2003, the shareholders of Normandy NFM Limited (an Australian corporation trading at that time as Newmont NFM on the Australian Stock Exchange or ASX) voted to approve a proposed scheme of arrangement under which Newmont NFM would become a wholly-owned subsidiary of Newmont Australia Limited, a wholly-owned subsidiary of Newmont Mining Corporation, through the acquisition of the remaining minority interest of Newmont NFM. The scheme became effective on April 14, 2003. Under the terms of the scheme, Newmont NFM shareholders could elect to receive 4.40 ASX listed Newmont Mining Corporation CHESSE Depositary Interests (CDIs), with each CDI equivalent to 0.1 Newmont Mining Corporation share of common stock. As an alternative to receiving Newmont Mining Corporation CDIs, shareholders could sell their Newmont NFM shares back to Newmont NFM under a concurrent buy-back offer of A\$16.50 per Newmont NFM share. On April 29, 2003, Newmont Mining Corporation issued 4,437,506 shares of common stock to the CHESSE Depositary Nominees Pty Ltd, and in turn, 44,375,060 CDIs were issued to former Newmont NFM shareholders. The market value of the newly issued Newmont Mining Corporation shares was approximately \$105 million, based on the average quoted value of the shares of common stock of \$23.58 per share two days before and after November 28, 2002, the date the terms of the transaction were agreed upon and announced. The market value of the issued equity securities, together with the cash consideration paid to those shareholders who elected to accept the buy-back offer of approximately \$10 million (including transaction costs), resulted in a total purchase price of approximately \$115 million. The transaction was accounted for as a purchase of minority interest in accordance with SFAS No. 141, Business Combinations, in the second quarter of 2003. Newmont NFM was delisted from the ASX in April 2003. Newmont performed a purchase price allocation that gave rise to goodwill of \$93.3 million arising from the acquired interest.

### ***Normandy Mining Limited and Franco-Nevada Mining Corporation Limited***

On February 16, 2002, pursuant to a Canadian Plan of Arrangement, Newmont acquired 100% of Franco-Nevada Mining Corporation Limited (Franco-Nevada) in a stock-for-stock transaction in which Franco-Nevada common stockholders received 0.8 of a share of Newmont common stock, or 0.8 of a Canadian exchangeable share (exchangeable for Newmont common shares), for each common share of Franco-Nevada. The exchangeable shares are substantially equivalent to Newmont common shares. On February 20, 2002, Newmont obtained control of Normandy Mining Limited (Normandy) through a tender offer for all of the ordinary shares of Normandy. For accounting purposes, the effective date of the Normandy acquisition was the close of business on February 15, 2002, when Newmont received an irrevocable tender from shareholders for more than 50% of the outstanding shares of Normandy. Accordingly, the results of operations of Normandy and Franco-Nevada have been

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included in the accompanying Consolidated Financial Statements from February 16, 2002 forward. On February 26, 2002, when the tender offer for Normandy expired, Newmont controlled more than 96% of Normandy's outstanding shares. Newmont exercised its rights to acquire the remaining shares of Normandy in April 2002.

## **Table of Contents**

Consideration paid for Normandy included 3.85 shares of Newmont common stock for every 100 ordinary shares of Normandy (including ordinary shares represented by American depository receipts) plus A\$0.50 per Normandy share, or the U.S. dollar equivalent of that amount for Normandy stockholders outside Australia.

Normandy was Australia's largest gold company with interests in 16 development-stage or operating mining properties worldwide. Franco-Nevada was the world's leading precious minerals royalty company and had other investments in the mining industry. Following the February 2002 acquisitions, Normandy was renamed Newmont Australia Limited and Franco-Nevada was renamed Newmont Mining Corporation of Canada Limited.

The purchase price for these acquisitions totaled \$4.3 billion, composed of 197.0 million Newmont shares (or share equivalents), \$461.7 million in cash and approximately \$90.3 million of direct costs. The value of Newmont shares (or share equivalents) was \$19.01 per share based on the average market price of the shares over the two-day period before and after January 2, 2002, the last trading day before the final and revised terms for the Normandy and Franco-Nevada acquisitions were announced.

The combination of Newmont, Normandy and Franco-Nevada was designed to create a platform for growth and for delivering superior returns to shareholders. With a larger global operating base, a broad and balanced portfolio of development projects and a stable income stream from mineral royalties and investments, the combined company has opportunities to optimize returns, realize synergies through rationalization of corporate overhead and exploration programs, realize operating efficiencies, reduce operating and procurement costs and reduce interest expense and income taxes.

The acquisitions were accounted for using the purchase method of accounting whereby assets acquired and liabilities assumed were recorded at their fair market values as of the date of acquisition. The excess of the purchase price over such fair value was recorded as goodwill. In accordance with SFAS No. 142, Goodwill and Other Intangible Assets, goodwill, was assigned to specific reporting units. The acquisitions resulted in approximately \$3.0 billion of goodwill primarily related to the merchant banking business, the Normandy global exploration programs and expertise, and expected synergies.

### ***Battle Mountain Gold Company***

On January 10, 2001, the Company completed the acquisition of Battle Mountain pursuant to an agreement and plan of acquisition, dated as of June 21, 2000, under which each share of common stock of Battle Mountain and each exchangeable share of Battle Mountain Canada Ltd. (a wholly-owned subsidiary of Battle Mountain) was converted into the right to receive 0.105 shares of common stock of Newmont, resulting in the issuance of approximately 24.1 million shares of common stock. The Company also exchanged 2.3 million shares of \$3.25 convertible preferred stock for all outstanding shares of Battle Mountain \$3.25 convertible preferred stock. In April 2002, Newmont announced the redemption of all issued and outstanding shares of its \$3.25 convertible preferred stock as of May 15, 2002. The acquisition was accounted for as a pooling of interests, and as such, the Consolidated Financial Statements include Battle Mountain's financial data as if Battle Mountain had always been part of Newmont.

### **Critical Accounting Policies**

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Listed below are the accounting policies that the Company believes are critical to its financial statements due to the degree of uncertainty regarding the estimates or assumptions involved and the magnitude of the asset, liability, revenue or expense being reported.

### *Carrying Value of Goodwill*

At December 31, 2003 and 2002, the carrying value of the Company's goodwill was approximately \$3.0 billion. Such goodwill was assigned to the Company's Merchant Banking (approximately \$1.6 billion) and

## **Table of Contents**

Exploration (approximately \$1.1 billion) Segments and to various mine site reporting units (approximately \$300 million in the aggregate). As further described in Note 3 to the Consolidated Financial Statements, this goodwill primarily arose in connection with the Company's February 15, 2002 acquisitions of Normandy and Franco-Nevada, and it primarily represents the excess of the aggregate purchase price over the fair value of the identifiable net assets of Normandy and Franco-Nevada. Such goodwill was assigned to reporting units in a reasonable, supportable and consistent manner based on independent valuations performed by Behre Dolbear and Company, Inc., an independent consulting and valuation firm (Behre Dolbear). The Company's approach to allocating goodwill was to identify those reporting units of the Company that the Company believed had contributed to such excess purchase price. The Company then engaged Behre Dolbear to perform valuations to measure the incremental increases in the fair values of such reporting units that were attributable to the acquisitions, and that were not already captured in the fair values assigned to such units' identifiable net assets. In the case of the Merchant Banking and Exploration Segments, these valuations were based on each reporting unit's potential for future growth, and in the case of the mine site reporting units, the valuation was based on the synergies that were expected to be realized by each mine site reporting unit.

The Company evaluates, on at least an annual basis, the carrying amount of goodwill to determine whether current events and circumstances indicate that such carrying amount may no longer be recoverable. To accomplish this, the Company compares the fair values of its reporting units to their carrying amounts. If the carrying value of a reporting unit were to exceed its fair value at the time of the evaluation, the Company would perform the second step of an impairment test. In the second step, the Company would compare the implied fair value of the reporting unit's goodwill to its carrying amount and any shortfall would be charged to income. Assumptions underlying fair value estimates are subject to risks and uncertainties. Newmont performed its annual impairment tests of goodwill during the fourth quarter of 2003 and determined that goodwill was not impaired at December 31, 2003. To the extent the assumptions used in the Company's valuation models laid out below for such impairment tests are not achieved in the future, it is reasonably possible that the Company will record charges for impairment of goodwill in future periods. The specific application of the Company's goodwill impairment policy with respect to the Merchant Banking Segment, Exploration Segment and mine site reporting units are separately discussed below.

### ***Merchant Banking Segment Goodwill***

*Purchase Price Allocation at February 15, 2002 and Impairment Testing at December 31, 2002.* The assignment of goodwill to the Merchant Banking Segment was based on the assumption that, following the Franco-Nevada acquisition, the Merchant Banking Segment would continue to earn long-term investment returns consistent with the historical returns on capital earned by Franco-Nevada during the eleven years prior to the acquisition. It was further assumed that the Merchant Banking Segment, which is led by former senior executives of Franco-Nevada, would seek to earn such returns from various transactions such as mergers, acquisitions, joint ventures, investments in royalty interests, the disposal of interests in mining projects and other investing and financing related transactions. The amount of goodwill assigned to the Merchant Banking Segment as of the acquisition date was intended to represent the incremental increase in the value of the Merchant Banking Segment as a result of the acquisition, and was based on a discounted cash flow analysis that assumed (i) an initial investment of \$300 million; (ii) additional annual investments of \$50 million commencing in year two of a seven-year time horizon; (iii) an average long-term after-tax return of 37.3%; (iv) the immediate reinvestment of average annual returns; and (v) discount rates ranging from 8% to 9%. The assumed initial and additional investments were based on Franco-Nevada's historical asset base and investing experience, and management's judgment as to what investment levels could be expected to continue in the future. While the Company expected the actual investments of the Merchant Banking Segment to be made on a sporadic basis as investment opportunities presented themselves, the Company assumed an additional annual investment level of \$50 million for valuation modeling purposes. The Company believed that the \$50 million additional annual investment level assumed for modeling purposes was reasonable given the equivalent probability of investing more or less than that average amount in any given period based upon the timing of attractive investment opportunities. The February 15, 2002 valuation model assumed that the investments and related returns thereon would ultimately

## **Table of Contents**

increase to a value of approximately \$3.8 billion at the end of the seven-year period. Such value would have represented 34% of the Company's total assets at December 31, 2003. Asset growth of this magnitude is consistent with Franco-Nevada's historical experience. The 37.3% long-term after-tax return assumed for this analysis represented the average return on capital deployed by the merchant banking unit of Franco-Nevada during the eleven years prior to its acquisition by the Company. For purposes of this return calculation, the denominator excluded capital associated with Franco-Nevada's cash and gold bullion balances and the numerator excluded the interest income generated by such cash balances due to the fact that Franco-Nevada's cash and gold bullion balances did not represent amounts invested by Franco-Nevada's merchant banking unit. Throughout the eleven-year historical valuation period, Franco-Nevada's cash and gold bullion balances represented a significant portion of Franco-Nevada's total assets. Accordingly, if cash and gold bullion balances and interest income had been included, the calculated return would have been 15%, a significantly lower return than the 37.3% return that was in fact used to value the goodwill of the Merchant Banking Segment. In order to assess future returns in relation to the 37.3% return assumed for goodwill allocation purposes, the Company will track annualized returns on investments, on an individual and aggregate basis, based upon realized and unrealized value changes from inception of each investment.

The Company expects to fund investments as opportunities arise and, therefore, it is likely that investments in the Merchant Banking Segment will fall short of or exceed the February 15, 2002 valuation model's assumed annual investment level of \$50 million in any given year. Under this valuation model, since revised and updated for purposes of impairment testing at December 31, 2003, as described below, to the extent that the Company were to have fallen short of the assumed annual additional investment of \$50 million per year or otherwise were to have fallen short of the targeted portfolio value, the Company would have needed to achieve increases in its future investment levels, returns and/or other factors impacting the valuation sufficient to offset fully any such shortfalls in invested capital and returns thereon in order to replicate the value assigned to the Merchant Banking Segment goodwill on February 15, 2002. The Company would have needed to invest an average of approximately \$82 million annually in years three through seven if the Company failed to make any new investments in year two assuming all other valuation assumptions were held constant. Similarly, to the extent that the Company failed to realize and reinvest investment returns that are at least equal to the 37.3% annual returns assumed for purposes of the February 15, 2002 valuation, the Company would have needed to achieve increases in future returns, investment levels and/or other factors impacting the valuation in order to replicate the value assigned to the Merchant Banking Segment goodwill on February 15, 2002. For example, if the Company had decreased its return assumption by one percentage point to 36.3% or by ten percentage points to 27.3% in the February 15, 2002 valuation, the \$1.625 billion value assigned to the Merchant Banking Segment goodwill at February 15, 2002 would have decreased by approximately \$96 million or \$805 million, respectively, from the value determined in the February 15, 2002 valuation, assuming all other valuation assumptions were held constant. Moreover, as the expected period between the initial investment and the ultimate realization of a return by the Merchant Banking Segment is generally greater than one year, and given that the February 15, 2002 model assumes that returns are realized and reinvested on an annual basis, the Merchant Banking Segment will likely need to achieve returns in excess of the assumed 37.3% return in order to replicate the value assigned to the Merchant Banking Segment goodwill on February 15, 2002 assuming all other valuation assumptions are held constant. Changes to other valuation assumptions, such as the amount of the initial investment, discount rates, tax rates and the time horizon also would have impacted the value determined by the February 15, 2002 valuation. Although the Company believes that the February 15, 2002 valuation provided a reasonable and supportable basis for the allocation of goodwill to the Merchant Banking Segment, the Company recognizes that, due to the opportunistic nature of the Merchant Banking Segment's business, future returns and investment levels are not easily predicted. Accordingly, future results may vary significantly from the investments and returns assumed for purposes of this discounted cash flow analysis.

For purposes of performing its annual goodwill impairment test, the Company will perform an analysis to determine the fair value of the Merchant Banking Segment. The fair value derived from this valuation process, together with the fair value of the identifiable net assets of the Merchant Banking Segment, will be considered by the Company in the first step of its impairment test, which test requires the Company to compare the aggregate

## **Table of Contents**

carrying value of the identifiable net assets and goodwill of the Merchant Banking Segment to the aggregate fair value of such identifiable net assets and goodwill. For every 10% reduction in the valuation of goodwill below the amount assigned to the Merchant Banking Segment at the acquisition date, the Company would expect to record a non-cash goodwill impairment charge of approximately \$160 million.

*Impairment Testing at December 31, 2003.* The fair value of the equity portfolio at December 31, 2002 was approximately \$310 million. During 2003, the Company did not make any substantial new capital additions to the equity portfolio but did sell a substantial proportion of its investment in Kinross, which represented the majority of value of the equity portfolio at the time of sale. As discussed below, the December 31, 2003 discounted cash flow analysis for the equity portfolio sub-segment of the Merchant Banking Segment assumed an initial equity portfolio of approximately \$140 million (approximate fair value of equity portfolio at December 31, 2003) and capital infusions of \$120 million annually for the next three fiscal years. The assumed capital infusions are necessary to bring the equity portfolio to a level necessary to support the carrying value of the Merchant Banking Segment. While the Company has both the ability and intention to meet these funding requirements, no assurance can be given that it will be successful in this regard.

At December 31, 2003, the \$1.6 billion carrying value of the Merchant Banking Segment goodwill represented approximately 74% of the carrying value of the total assets of the Merchant Banking Segment. Based on a December 31, 2003 valuation of the Merchant Banking Segment prepared by an independent valuation firm, the Company concluded that the fair value of the Merchant Banking Segment was significantly in excess of its carrying value at December 31, 2003, and accordingly, that it was not necessary to perform the second step of the goodwill impairment test with respect to its Merchant Banking Segment. Although the Company considers both the February 15, 2002 and December 31, 2003 valuations to be reasonable and both were based on discounted cash flow models, the December 31, 2003 valuation incorporated assumptions and approaches that were designed to (i) take into account the evolving activities and objectives of the Merchant Banking Segment; (ii) recognize the reduced investment level of the equity portfolio; (iii) increase the sophistication of the financial model used to support the valuation of the Merchant Banking Segment; and (iv) value all the sub-segments of the Merchant Banking Segment, including the equity portfolio sub-segment, the royalty portfolio sub-segment, the portfolio management sub-segment, and the downstream gold refining sub-segment. As a result, certain of the assumptions underlying the December 31, 2003 valuation model are not directly comparable to the assumptions used in the February 15, 2002 valuation. The December 31, 2003 discounted cash flow analysis for the equity portfolio sub-segment of the Merchant Banking Segment assumed: (i) a discount rate of 9%; (ii) a time horizon of ten years; (iii) pre-tax returns on investment ranging from 35% starting in 2004 and gradually declining to 15% in 2011 through 2013; (iv) an initial equity portfolio investment of approximately \$140 million; (v) capital infusions of \$120 million annually for the next three fiscal years; and (vi) a terminal value of approximately \$1.5 billion. The December 31, 2003 discounted cash flow analysis for the royalty portfolio sub-segment of the Merchant Banking Segment assumed: (i) a discount rate of 9%; (ii) a time horizon of ten years; (iii) an annual growth rate of 5% in the royalty portfolio; and (iv) a pre-tax rate of return on investment of 13%. The December 31, 2003 discounted cash flow analysis for the portfolio management sub-segment of the Merchant Banking Segment assumed: (i) a discount rate of 9%; (ii) a time horizon of ten years; and (iii) a pre-tax advisory fee of 5% on approximately \$500 million of transactions and value-added activities in 2004, with the dollar amount of such transactions and activities increasing by 5% annually thereafter. The December 31, 2003 discounted cash flow analysis for the downstream gold refining sub-segment of the Merchant Banking Segment assumed: (i) a discount rate of 9%; (ii) a time horizon of ten years; and (iii) a pre-tax annual return on investments of \$4.2 million. The December 31, 2003 discounted cash flow analysis assumed a combined terminal value for the royalty portfolio, portfolio management and downstream gold refining sub-segments of approximately \$900 million.

*Future Goodwill Valuations.* For purposes of valuing the Merchant Banking Segment at future fiscal year ends, the Company expects that the valuation model will continue to be reevaluated and enhanced to acknowledge the evolving activities and objectives of the Merchant Banking Segment. The key drivers of such future valuations are expected to include (i) expected future long-term investment returns, adjusted for Company specific and market driven factors; (ii) expected economic value to be added by the Merchant Banking Segment

## **Table of Contents**

in addition to such investment returns; (iii) the level of capital accessible by the Merchant Banking Segment; and (iv) other relevant facts and circumstances. To determine the appropriate returns, investment levels and other assumptions for purposes of this analysis, the Company will (i) review the expected or actual returns from transactions that were initiated and/or completed since the last impairment test; (ii) assess the actual economic values added by other Merchant Banking Segment activities since the last impairment test; and (iii) assess the ongoing appropriateness of all assumptions impacting the valuation based on then current conditions and expectations. The Company believes that any model used to value the Merchant Banking Segment will need to take into account the relatively long time horizon required to evaluate the investment returns and other economic value added activities of the Merchant Banking Segment. As such, in the absence of any mitigating valuation factors or triggering events (events that would give rise to a requirement to perform an impairment test), which are described below, the Company believes that a sustained period of approximately three years in which the Merchant Banking Segment's actual investment levels, returns or economic values added fall significantly below those levels necessary to support the carrying value of the Merchant Banking Segment would likely result in a reduction of the value assigned to the Merchant Banking Segment's growth potential and, in the absence of any offsetting increase in the aggregate fair value of the Merchant Banking Segment's other net assets, an impairment of the Merchant Banking Segment goodwill.

A high degree of judgment is involved in determining the assumptions and estimates that are used to determine the fair value of the Merchant Banking Segment. Accordingly, no assurance can be given that actual results will not differ significantly from the corresponding assumptions and estimates. If a triggering event were to occur that could reasonably be expected to result in an impairment of the carrying value of the Merchant Banking Segment, the Company would be required to test the goodwill assigned to the Merchant Banking Segment as of the end of the reporting period in which any such event occurred. The Company believes that triggering events with respect to the Merchant Banking Segment could include, but are not limited to: (i) the Company's partial or complete withdrawal of financial support for the Merchant Banking Segment; (ii) a significant reduction in management's long-term expectation of the price of gold, given the adverse effect such a development could have on the fair values of the Merchant Banking Segment's investment and royalty interest portfolios and the Merchant Banking Segment's prospects for future growth; (iii) the divestiture of a significant portion of the Merchant Banking Segment's investment portfolio together with management's determination to not fund the replenishment of such portfolio for the foreseeable future; and (iv) any other event that might adversely affect the ability of the Merchant Banking Segment to consummate transactions that create value for the Company. The Company currently has no plans to withdraw financial support for the Merchant Banking Segment. For a discussion of the results of operations of the Merchant Banking Segment, see Results of Operations, Merchant Banking Segment, below.

### ***Exploration Segment Goodwill***

*Purchase Price Allocation at February 15, 2002 and Impairment Testing at December 31, 2002.* The Exploration Segment's primary responsibilities are to (i) discover new gold deposits globally and regionally outside of the vicinity of any of the Company's existing mining operations or development projects; (ii) discover new deposits in existing operating districts or project development areas; and (iii) provide exploration advice for the purpose of optimizing reserve extensions in areas surrounding existing mines and advancing non-reserve mineralization into economically mineable reserves. The assignment of goodwill to the Exploration Segment was based on the assumption that, following the acquisition of Normandy, the Exploration Segment would continue Normandy's historical level of increasing proven and probable reserves through new discoveries by combining Normandy's exploration culture, philosophy, expertise and methodologies with those of Newmont. The amount of goodwill assigned to the Exploration Segment as of the acquisition date was intended to represent the incremental increase in the value of the Exploration Segment as a result of the acquisition, and was based on a discounted cash flow analysis that assumed (i) 1.6 million recoverable ounces of gold of additions to proven and probable reserves through new discoveries in the first year following the acquisition; (ii) an annual growth rate for such reserve additions of 23.1% over a ten-year period; (iii) a fair value for each recoverable ounce of gold of



## **Table of Contents**

reserve additions of approximately \$58; and (iv) a discount rate of 15%. The assumed additions to reserves in the first year and the growth rate were based on Normandy's historical annual reserve additions and Normandy's average 33% historical growth rate in reserve additions during the 11-year period prior to the acquisition, and management's expectation of the growth rate and levels of reserve additions that could be expected to continue in the future as a result of the Normandy acquisition. The February 15, 2002 valuation assumed that the incremental effect of the Normandy acquisitions would be to add approximately 49 million ounces to proven and probable reserves during the ten-year period following the acquisition. This compares to 20 million and 56 million ounces added to proven and probable reserves by Normandy and Newmont, respectively, during the ten years prior to the acquisition. Assuming exploration costs of \$13 per ounce of gold, the Company would need to spend approximately \$637 million over the next ten years to discover the 49 million incremental ounces that the February 15, 2002 valuation assumed would be added to proven and probable reserves. Subject to any significant adverse change in the Company's long-term view of gold prices, the Company has both the ability and intent to provide at least \$637 million of funding to the Exploration Segment over the next ten years. The fair value of the reserve additions was based in part on an assumed gold price of \$300 per ounce, which represented Newmont's assessment of the long-term price of gold as of the acquisition date. Although the Company believes that this discounted cash flow analysis provided a reasonable and supportable basis for the allocation of goodwill to the Exploration Segment, the Company recognizes that, due to the nature of the Exploration Segment's business, the timing, quantity and value of future reserve additions are not easily predicted. Decreasing the assumed 23.1% growth rate for reserve additions by one percentage point to 22.1% and by ten percentage points to 13.1% would have resulted in a decrease of approximately \$45 million and \$365 million, respectively, in the value determined by the February 15, 2002 valuation assuming all other valuation assumptions were held constant. In addition, decreasing the long-term gold price assumption from \$300 by one percentage point to \$297 and by 10% to \$270 would have resulted in a decrease of approximately \$45 million and \$444 million, respectively, in the value determined by the February 15, 2002 valuation assuming all other valuation assumptions were held constant. Changes to other valuation assumptions, such as annual reserve additions, discount rates, tax rates, operating costs, capital expenditures and the time horizon also would have impacted the value determined by the February 15, 2002 valuation. Accordingly, future results may vary significantly from the reserve additions, values and other assumptions underlying the February 15, 2002 valuation.

For purposes of performing its annual goodwill impairment test, the Company will perform an analysis to determine the fair value of the Exploration Segment. The fair value derived from this valuation process, together with the fair value of the identifiable net assets of the Exploration Segment, will be considered by the Company in the first step of its impairment test, which test requires the Company to compare the aggregate carrying value of the identifiable net assets and goodwill of the Exploration Segment to the aggregate fair value of such identifiable net assets and goodwill. For every 10% reduction in the valuation of such goodwill below the amount assigned to the Exploration Segment at the acquisition date, the Company would expect to record a non-cash goodwill impairment charge of approximately \$113 million.

*Impairment Testing at December 31, 2003.* At December 31, 2003, the \$1.1 billion carrying value of the Exploration Segment goodwill represented approximately 95% of the carrying value of the total assets of the Exploration Segment. Based on a December 31, 2003 valuation of the Exploration Segment prepared by an independent valuation firm, the Company concluded that the fair value of the Exploration Segment was significantly in excess of its carrying value at December 31, 2003, and accordingly, that it was not necessary to perform the second step of the goodwill impairment test with respect to its Exploration Segment. Although the Company considers both the February 15, 2002 and December 31, 2003 valuations to be reasonable and both were based on discounted cash flow models, the December 31, 2003 valuation incorporated assumptions and approaches that were designed to increase the sophistication of the financial model used to support the valuation of the Exploration Segment. As a result, certain assumptions underlying the December 31, 2003 valuation model are not directly comparable to the assumptions used in the February 15, 2002 valuation. In connection with the December 31, 2003 valuation, the Company reviewed the Exploration Segment's performance during 2003 and prior years in generating additions to proven and probable reserves. The Exploration Segment is responsible for all activities, regardless of location, associated with the Company's efforts to discover new mineralized material

## **Table of Contents**

that will advance into proven and probable reserves. Internally generated proven and probable reserve additions are attributed to the Exploration Segment to the extent that such additions are derived from (i) a discovery made by the Company or Normandy; or (ii) a discovery made on previously acquired properties (whether acquired by the Company or by Normandy, prior to their acquisition by the Company) as a result of exploration efforts conducted subsequent to the acquisition date. All reserves known as of the acquisition date were assigned to operating mines and/or development stage properties and as such were excluded from the valuation of the Exploration Segment. In addition, the value of expected reserve additions that were assigned a value in purchase accounting were also excluded from the Exploration Segment's valuation. During 2003, the Company replaced approximately 12.9 million gold ounces of depletion and divestments, with a total of 17.3 million ounces of additions to proven and probable reserves, of which 87% were non-acquisition and attributable to the Exploration Segment. Of the 2003 gold ounces attributable to the Exploration Segment, 57% were not previously valued in the Normandy purchase accounting. Based on this review of historical additions to proven and probable reserves and on management's expectation of the growth rate and levels of reserve additions that could be expected to continue in the future, the discounted cash flow model developed to value the Exploration Segment at December 31, 2003 assumed that (i) the Exploration Segment would be responsible for 7.9 million ounces of additions to proven and probable reserves in year one of the discount period; (ii) such additions would increase by 5% annually; and (iii) approximately 64%, 61%, 58% and 20% of additions in years 2004, 2005, 2006 and 2007, respectively, would represent ounces that had previously been valued in the Normandy purchase accounting. In addition, the discounted cash flow model for the Exploration Segment assumed, among other matters: (i) a 16-year time horizon, including a six-year time lapse between discovery and the initiation of production and a five-year production period; (ii) a 9% discount rate; (iii) a terminal value of approximately \$3.9 billion; (iv) an average gold price of \$360 per ounce during the time horizon; (v) total cash costs per ounce produced of \$201; and (vi) capital costs per ounce of \$50. The Company believes that any model used to value the Exploration Segment will need to take into account the relatively long time horizon required to evaluate the activities of the Exploration Segment. As such, in the absence of any mitigating valuation factors, or triggering events which are described below, the Company believes that a sustained period of approximately three years in which additions to proven and probable reserves, or the values associated therewith, fall short of those levels that reasonably could be expected to support the carrying value of the Exploration Segment would likely result in a reduction of the value assigned to the Exploration Segment's growth potential and, accordingly, in an impairment of the Exploration Segment goodwill. The Company believes that triggering events with respect to the Exploration Segment could include, but are not limited to: (i) the Company's partial or complete withdrawal of financial support for the Exploration Segment; (ii) a significant decrease in the Company's long-term expectation of the price of gold; and (iii) a significant increase in long-term capital and operating cost estimates. The Company currently has no plans to withdraw financial support for the Exploration Segment. For a discussion of the results of operations of the Exploration Segment, see Results of Operations, Exploration Segment, below.

*Mine Site Goodwill.* The assignment of goodwill to mine site reporting units was based on synergies that were expected to be achieved at each operation. Such synergies are expected to be incorporated into the Company's operations and business plans over time. The amount of goodwill assigned to each segment or reporting unit was based on discounted cash flow analyses that assumed risk-adjusted discount rates over the remaining lives of the applicable mining operations. The Company believes that triggering events with respect to the goodwill assigned to mine site reporting units could include, but are not limited to: (i) a significant decrease in the Company's long-term expectation of the price of gold; (ii) a decrease in reserves; and (iii) any event that might otherwise adversely affect mine site production levels or costs. The Company performed its annual impairment test of mine site goodwill and determined that there were no impairments at December 31, 2003. For more information on the discounted cash flows used to value mine site reporting units, see Carrying value of long-lived assets, below.

### ***Depreciation, Depletion and Amortization***

Expenditures for new facilities or equipment and expenditures that extend the useful lives of existing facilities or equipment are capitalized and depreciated using the straight-line method at rates sufficient to depreciate such costs over the estimated future lives of such facilities or equipment. These lives do not exceed

## **Table of Contents**

the estimated mine life based on proven and probable reserves as the useful lives of these assets are considered to be limited to the life of the relevant mine.

Costs incurred to develop new properties are capitalized as incurred, where it has been determined that the property can be economically developed based on the existence of proven and probable reserves. At the Company's surface mines, these costs include costs to further delineate the ore body and remove overburden to initially expose the ore body. At the Company's underground mines, these costs include the cost of building access ways, shaft sinking and access, lateral development, drift development, ramps and infrastructure development. All such costs are amortized using the units-of-production ( UOP ) method over the estimated life of the ore body based on recoverable ounces to be mined from proven and probable reserves.

Major development costs incurred after the commencement of production are amortized using the UOP method based on estimated recoverable ounces to be mined from proven and probable reserves. Depending upon whether the development is expected to benefit the entire remaining ore body, or specific ore blocks or areas only, the UOP basis is either the life of the entire ore body, or the life of the specific ore block or area.

The calculation of the UOP rate of amortization, and therefore the annual amortization charge to operations, could be materially impacted to the extent that actual production in the future is different from current forecasts of production based on proven and probable reserves. This would generally occur to the extent that there were significant changes in any of the factors or assumptions used in determining reserves. These factors could include: (i) an expansion of proven and probable reserves through exploration activities; (ii) differences between estimated and actual cash costs of mining, due to differences in grade, metal recovery rates and foreign currency exchange rates; and (iii) differences between actual commodity prices and commodity price assumptions used in the estimation of reserves. Such changes in reserves could similarly impact the useful lives of assets depreciated on a straight-line basis, where those lives are limited to the life of the mine, which in turn is limited to the life of the proven and probable reserves.

The expected useful lives used in depreciation, depletion and amortization calculations are determined based on applicable facts and circumstances, as described above and in Note 2 to the Consolidated Financial Statements. Significant judgment is involved in the determination of useful lives, and no assurance can be given that actual useful lives will not differ significantly from the useful lives assumed for purpose of depreciation, depletion and amortization calculations.

Intangible assets related to mineral interests represent mineral use rights for parcels of land not owned by the Company. The Company's intangible assets include mineral use rights related to production, development or exploration stage properties (each as defined in Note 2 to the Consolidated Financial Statements) and the value of such intangible assets is primarily driven by the nature and amount of mineralized material believed to be contained, or potentially contained, in such properties. The amount capitalized related to a mineral interest represents its fair value at the time it was acquired, either as an individual asset purchase or as a part of a business combination. The straight-line amortization of the Company's exploration stage mineral interests is calculated after deducting applicable residual values. At December 31, 2003, such residual values aggregated approximately \$341.9 million. Residual values are determined for each individual property based on the fair value of the exploration stage mineral interest, and the nature of, and the Company's relative confidence in, the mineralized material believed to be contained, or potentially contained, in the underlying property. Such values are based on (i) discounted cash flow analyses for those properties characterized as other mineralized material and around-mine exploration potential; and (ii) recent transactions involving similar properties for those properties characterized as other mine-related exploration potential and greenfields exploration potential. Based on its knowledge of the secondary market that exists for the purchase and sale of mineral properties, the Company believes that both methods result in a residual value that is representative of the amount that the Company could expect to receive if the property were sold to a third party. Residual values range from zero to 90% of the gross carrying value of the respective exploration stage mineral interests. Significant judgment is

## **Table of Contents**

involved in the determination of residual values, and no assurance can be given that actual values will not differ significantly from estimated residual values.

Refer to Note 2 to the Consolidated Financial Statements under Mineral Interests and Other Intangible Assets for definitions of each class of the Company's mineral interest and other intangible assets.

### ***Carrying Value of Long-Lived Assets***

The Company reviews and evaluates its long-lived assets for impairment when events or changes in circumstances indicate the related carrying amounts may not be recoverable. An asset impairment is considered to exist if the total estimated future cash flows on an undiscounted basis are less than the carrying amount of the asset. An impairment loss is measured and recorded based on discounted estimated future cash flows. Future cash flows are estimated based on estimated quantities of recoverable minerals, expected gold and other commodity prices (considering current and historical prices, price trends and related factors), production levels and cash costs of production, capital and reclamation costs, all based on detailed engineering life-of-mine plans. The significant assumptions in determining the future discounted cash flows for each mine site reporting unit at December 31, 2003, apart from production cost and capitalized expenditure assumptions unique to each operation, included a long-term gold price of \$360 per ounce and Australian and Canadian dollar exchange rates of \$0.65 and \$0.71, respectively per U.S.\$1.00. The term recoverable minerals refers to the estimated amount of gold or other commodities that will be obtained from proven and probable reserves and all related exploration stage mineral interests, except for other mine-related exploration potential and greenfields exploration potential discussed separately below, after taking into account losses during ore processing and treatment. Estimates of recoverable minerals from such exploration stage mineral interests are risk adjusted based on management's relative confidence in such materials. In estimating future cash flows, assets are grouped at the lowest level for which there are identifiable cash flows that are largely independent of future cash flows from other asset groups. With the exception of other mine-related exploration potential and greenfields exploration potential, all assets at a particular operation are considered together for purposes of estimating future cash flows. In the case of mineral interests associated with other mine-related exploration potential and greenfields exploration potential, cash flows and fair values are individually evaluated based primarily on recent exploration results and recent transactions involving sales of similar properties.

Refer to Note 2 to the Consolidated Financial Statements under Mineral Interests and Other Intangible Assets for definitions of each class of the Company's mineral interest and other intangible assets.

As discussed above under Depreciation, Depletion and Amortization, various factors could impact the Company's ability to achieve its forecasted production schedules from proven and probable reserves. Additionally, commodity prices, capital expenditure requirements and reclamation costs could differ from the assumptions used in the cash flow models used to assess impairment. The ability to achieve the estimated quantities of recoverable minerals from exploration stage mineral interests involves further risks in addition to those factors applicable to mineral interests where proven and probable reserves have been identified, due to the lower level of confidence that the identified mineralized material can ultimately be mined economically. Assets classified as other mine-related exploration potential and greenfields exploration potential have the highest level of risk that the carrying value of the asset can be ultimately realized, due to the still lower level of geological confidence and economic modeling.

Material changes to any of these factors or assumptions discussed above could result in future impairment charges to operations.

### ***Deferred Stripping Costs***

At open pit mines that have diverse grades and waste-to-ore ratios over the life of the mine, the Company defers and amortizes certain stripping costs, normally associated with the removal of waste rock. The

## **Table of Contents**

amortization of deferred amounts is determined using the UOP method based on estimated recoverable ounces from proven and probable reserves, using a stripping ratio calculated as the total tons to be moved over total proven and probable ore reserves. The charge to operations for the amortization of deferred stripping costs could differ materially between reporting periods to the extent that there were material changes to proven and probable reserves as discussed above under Depreciation, Depletion and Amortization. In addition, to the extent that the average ratio of tons of waste that were required to be removed for each ounce of gold differed materially from that which was estimated in the stripping ratio, the actual amortization charged to operations could differ materially between reporting periods.

### ***Stockpiles, Ore on Leach Pads and Inventories***

Costs that are incurred in or benefit the productive process are accumulated as stockpiles, ore on leach pads and inventories. The Company records stockpiles, ore on leach pads and inventories at the lower of average cost or net realizable value ( NRV ), and carrying values are evaluated at least quarterly. NRV represents the estimated future sales price of the product based on prevailing and long-term metals prices, less estimated costs to complete production and bring the product to sale. The primary factors that influence the need to record write-downs of stockpiles, ore on leach pads and inventories include prevailing short-term and long-term metals prices and prevailing costs for production inputs such as labor, fuel and energy, materials and supplies, as well as realized ore grades and actual production levels. During the years ended December 31, 2003, 2002 and 2001, write-downs of stockpiles, ore on leach pads and inventories to NRV aggregated \$24.9 million, \$44.4 million, and \$25.1 million, respectively.

Stockpiles represent coarse ore that has been extracted from the mine and is available for further processing. Stockpiles are measured by estimating the number of tons added and removed from the stockpile, the number of contained ounces based on assay data, and the estimated recovery percentage based on the expected processing method. Stockpile tonnages are verified by periodic surveys. Stockpiles are valued based on mining costs incurred up to the point of stockpiling the ore, including applicable depreciation, depletion and amortization relating to mining operations. Costs are added to a stockpile based on current mining costs and removed at the average cost per recoverable ounce of gold in the stockpile. Stockpiles are reduced as material is removed and fed to mills or placed on leach pads. At December 31, 2003 and 2002, the Company's stockpiles had carrying values of \$260.6 million and \$241.1 million, respectively.

Ore on leach pads represents ore that is placed on pads where it is permeated with a chemical solution that dissolves the gold contained in the ore. The resulting pregnant solution is further processed in a leach plant where the gold is recovered. Costs are attributed to the carrying value of leach pads based on current mining costs, including applicable depreciation, depletion and amortization relating to mining operations. Costs are removed from the carrying value of the leach pad as ounces are recovered in circuit at the leach plant based on the average cost per recoverable ounce of gold on the leach pad. Estimates of recoverable gold on the leach pads are calculated from the quantities of ore placed on the pads, the grade of ore placed on the leach pads based on assay data and a recovery percentage. Ultimate recovery of gold contained on leach pads can vary from approximately 50% to 95% of the placed recoverable ounces in the first year of leaching, declining each year thereafter until the leaching process is complete. Although the quantities of recoverable gold placed on the leach pads are reconciled by comparing the grades of ore placed on pads to the quantities of gold actually recovered (metallurgical balancing), the nature of the leaching process inherently limits the ability to precisely monitor recoverability levels. As a result, the metallurgical balancing process is constantly monitored and the engineering estimates are refined based on actual results over time. Historically, the Company's operating results have not been materially impacted by variations between the estimated and actual recoverable quantities of gold on its leach pads. Assuming a one percent variation from the Company's current estimates of gold quantities on its leach pads at December 31, 2003, the Company would experience a production variance of approximately 21,500 ounces, assuming that none of the variations for individual leach pads offset one another on a consolidated basis. At December 31, 2003, the weighted-average cost per recoverable ounce of gold on leach pads was \$136 per ounce.

## **Table of Contents**

Variations between actual and estimated quantities resulting from changes in assumptions and estimates that do not result in write-downs to net realizable value are accounted for on a prospective basis. The ultimate recovery of gold from a pad will not be known until the leaching process is terminated. Based on current mine plans, the Company expects to place the last ton of ore on its current leach pads at dates ranging from 2007 to 2019. Including the estimated time required for residual leaching, rinsing and reclamation activities, the Company expects that its leaching operations will terminate within approximately nine years following the date that the last ton of ore is placed on the leach pad. At December 31, 2003 and 2002, the Company's ore on leach pads had carrying values of \$293.8 million and \$287.6 million, respectively.

In-process inventories represent materials that are currently in the process of being converted to a saleable product. Conversion processes vary depending on the nature of the ore and the specific mining operation, but include mill in-circuit, leach in-circuit, flotation and column cells and carbon in-pulp inventories. In-process material is measured based on assays of the material fed to process and the projected recoveries of the respective plants. In-process inventories are valued at the average cost of the material fed to process attributable to the source material coming from mines, stockpiles or leach pads plus the in-process conversion costs, including applicable depreciation relating to the process facility, incurred to that point in the process. At December 31, 2003 and 2002, the Company's in-process inventories had carrying values of \$64.0 million and \$46.4 million, respectively.

Precious metals inventories include gold doré and/or gold bullion. Precious metals that are received as in kind payments of royalties are valued at fair value on the date title is transferred to the Company. Precious metals that result from the Company's mining and processing activities are valued at the average cost of the respective in-process inventories incurred prior to the refining process, plus applicable refining costs.

The allocation of costs to stockpiles, ore on leach pads and inventories and the determination of NRV involves the use of estimates and assumptions unique to each mining operation regarding current and future costs, production levels, commodity prices, proven and probable reserve quantities, engineering data and other factors. A high degree of judgment is involved in determining such assumptions and estimates and no assurance can be given that actual results will not differ significantly from the corresponding estimates and assumptions.

## ***Financial Instruments***

All financial instruments that meet the definition of a derivative are recorded on the balance sheet at fair market value, with the exception of contracts that qualify for the normal purchases and normal sales exemption. Changes in the fair market value of derivatives recorded on the balance sheet are recorded in the statements of consolidated operations, except for the effective portion of the change in fair market value of derivatives that are designated as a cash flow hedge and qualify for cash flow hedge accounting. The Company's portfolio of derivatives includes various complex instruments that are linked to gold prices and other factors. Management applies significant judgment in estimating the fair value of instruments that are highly sensitive to assumptions regarding gold and other commodity prices, gold lease rates, market volatilities, foreign currency exchange rates and interest rates. Variations in these factors could materially affect amounts credited or charged to operations to reflect the changes in fair market value of derivatives. In addition, certain derivative contracts are accounted for as cash flow hedges, whereby the effective portion of changes in fair market value of these instruments are deferred in *Other comprehensive income* and will be recognized in the statements of consolidated operations when the underlying production designated as the hedged item is sold. All derivative contracts qualifying for hedge accounting are designated against the applicable portion of future production from proven and probable reserves, where management believes the forecasted transaction is probable of occurring. To the extent that management determines that such future production is no longer probable of occurring due to changes in the factors impacting the determination of reserves, as discussed above under *Depreciation, depletion and amortization*, gains and losses deferred in *Other comprehensive income* would be reclassified to the statements of consolidated operations immediately.

## **Table of Contents**

### ***Reclamation and Remediation Obligations (Asset Retirement Obligations)***

The Company's mining and exploration activities are subject to various laws and regulations governing the protection of the environment. In August 2001, the FASB issued Statement of Financial Accounting Standards (SFAS) No. 143, Accounting for Asset Retirement Obligations, which established a uniform methodology for accounting for estimated reclamation and abandonment costs. The statement was adopted January 1, 2003, when the Company recorded the estimated present value of reclamation liabilities and increased the carrying amount of the related asset, which resulted in a cumulative effect of a change in accounting principle of \$34.5 million. See Note 14 to the Consolidated Financial Statements. The reclamation costs will be allocated to expense over the life of the related assets and will be adjusted for changes resulting from the passage of time and revisions to either the timing or amount of the original present value estimate.

Prior to adoption of SFAS No. 143, estimated future reclamation costs were based principally on legal and regulatory requirements. Such costs related to active mines were accrued and charged over the expected operating lives of the mines using the UOP method based on proven and probable reserves. Future remediation costs for inactive mines were accrued based on management's best estimate at the end of each period of the undiscounted costs expected to be incurred at a site. Such cost estimates included, where applicable, ongoing care, maintenance and monitoring costs. Changes in estimates were reflected in earnings in the period an estimate was revised.

Accounting for reclamation and remediation obligations requires management to make estimates unique to each mining operation of the future costs the Company will incur to complete the reclamation and remediation work required to comply with existing laws and regulations. Actual costs incurred in future periods could differ from amounts estimated. Additionally, future changes to environmental laws and regulations could increase the extent of reclamation and remediation work required to be performed by the Company. Any such increases in future costs could materially impact the amounts charged to operations for reclamation and remediation.

### ***Carrying Value of Investments***

Investments in incorporated entities in which the Company's ownership interest is greater than 20% and less than 50%, or which the Company does not control, are accounted for using the equity method and are included in long term assets. See Note 10 to the Consolidated Financial Statements for a complete description of the Company's equity method investments, and Note 2 to the Consolidated Financial Statements for a description of the Company's policy for accounting for its equity method investments. The Company periodically reviews its equity method investments to determine whether a decline in fair value below the carrying amount is other than temporary. In making this determination, the Company considers a number of factors related to the financial condition and prospects of the investee including (i) a decline in the stock price or valuation of the equity investee for an extended period of time; (ii) an inability to recover the carrying amount of the investment or inability of the equity investee to sustain an earnings capacity which would justify the carrying amount of the investment; and (iii) the period of time over which the Company intends to hold the investment. If the decline in fair value is deemed to be other than temporary, the carrying value is written down to fair value. In situations where the fair value of an investment is not evident due to a lack of a public market price or other factors, the Company uses its best estimates and assumptions to arrive at the estimated fair value of such investment, based on future cash flows of the equity investee and other relevant factors. As significant judgment is required in assessing these factors, together with the fact that the underlying mining operations are subject to uncertainties similar to those discussed above in relation to the Company, it is possible that changes in any of these factors in the future could result in an other than temporary decline in value of an equity investment and could require the Company to record an impairment charge to operations in future periods.

### ***Deferred Tax Assets***



The Company recognizes the future tax benefit expected to be obtained from deferred tax assets when the tax benefit is not considered to be more likely than not incapable of being realized. Assessing the recoverability

**Table of Contents**

of deferred tax assets requires management to make significant estimates related to expectations of future taxable income. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. Refer above under Carrying Value of Long-Lived Assets for a discussion of the factors that could cause future cash flows to differ from estimates. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realize the net deferred tax assets recorded at the balance date could be impacted. Additionally, future changes in tax laws in the jurisdictions in which the Company operates could limit the Company's ability to obtain the future tax benefits represented by its deferred tax assets recorded at the balance date.

**Consolidated Financial Results**

*Sales - gold* were \$3.1 billion, \$2.6 billion and \$1.7 billion for the years ended December 31, 2003, 2002 and 2001, respectively. The 2003 increase from 2002 was primarily due to an increase in the average realized gold price. The 2002 increase from 2001 was primarily due to an increase in the average realized gold price and the incremental impact of the acquired Newmont Australia Limited (formerly Normandy) operations. The following analysis demonstrates the increase in consolidated gold sales revenue year over year:

	Years ended December 31,		
	2003	2002	2001
Consolidated gold sales (in millions)	\$ 3,082.9	\$ 2,566.9	\$ 1,666.1
Consolidated production ounces sold (in thousands)	8,455.9	8,217.9	6,141.8
Average price received per ounce	\$ 366	\$ 313	\$ 271
Average market price per ounce	\$ 362	\$ 310	\$ 271
	2003 vs. 2002	2002 vs. 2001	
Increase in consolidated sales due to (in millions):			
Consolidated production	\$ 75.8	\$ 4.8	
Average gold price received	440.2	246.1	
Acquisition of Normandy	N/A	649.9	
Total	\$ 516.0	\$ 900.8	

*Sales - base metals, net* totaled \$74.8 million in 2003, and included \$53.0 million from copper sales and \$21.8 million from zinc sales at Golden Grove in Australia, both net of smelting and refining charges, compared to \$55.3 million in 2002, which included \$27.6 million from copper sales and \$23.3 million from zinc sales, both net of smelting and refining charges, and \$4.4 million from cobalt sales. Newmont had no base metals sales from consolidated operations in 2001.

*Royalties* totaled \$56.3 million, \$35.7 million and \$0.6 million for the years ended December 31, 2003, 2002 and 2001, respectively. The 2003 increase compared to 2002 is primarily attributable to higher gold and oil and gas prices. The 2002 increase compared to 2001 is primarily related to the acquisition of Franco-Nevada in February 2002.

*Costs applicable to sales gold*, which includes total cash costs, accretion of reclamation and remediation liabilities related to consolidated gold production and write-downs of stockpiles, ore on leach pads and inventories, increased to \$1.7 billion from \$1.6 billion in 2002 and \$1.1 billion in 2001. The 2003 increase primarily reflects higher total cash costs per ounce at Nevada and in Australia, partially offset by a decrease in total cash costs per ounce at Yanacocha. See Results of Operations below. The increase in costs in the same period of 2002 primarily related to the incremental impact of the mining operations acquired from Normandy, as well as an increase in the average total cash costs per ounce for the year ended December 31, 2002. Total cash costs per ounce increased in the same period of 2002 primarily at Nevada and Yanacocha.

**Table of Contents**

The following is a summary of *Costs applicable to sales* by operation:

	Years ended December 31,		
	2003	2002	2001
	(in millions)		
North America:			
Nevada	\$ 597.8	\$ 657.1	\$ 627.1
Mesquite, California	9.3	10.1	20.4
La Herradura, Mexico	11.1	11.5	9.6
Golden Giant, Canada	53.4	57.1	55.0
Holloway, Canada	20.8	20.4	19.1
Total North America	692.4	756.2	731.2
South America:			
Yanacocha, Peru	362.5	302.0	238.0
Kori Kollo, Bolivia	35.6	46.6	50.9
Total South America	398.1	348.6	288.9
Australia:			
Pajingo	42.9	30.5	13.4
Kalgoorlie	108.4	85.0	
Yandal	158.7	136.4	
Tanami	148.9	111.5	
Total Australia	458.9	363.4	13.4
Other Operations:			
Zarafshan-Newmont, Uzbekistan	32.9	34.0	30.9
Minahasa, Indonesia	26.3	41.2	53.7
Martha, New Zealand	24.9	19.6	
Ovacik, Turkey	22.3	17.5	
Total Other Operations	106.4	112.3	84.6
Other:			
Merchant Banking	0.8	0.5	
Base Metals Operations	43.5	35.5	
Exploration			
Corporate and Other	0.2	(0.1)	(0.2)
Total Other	44.5	35.9	(0.2)
Total Newmont	\$ 1,700.3	\$ 1,616.4	\$ 1,117.9

Nevada's *Costs applicable to sales* decreased for the year ended December 31, 2003 from the same period in 2002 as a result of a 232,700 decrease in ounces sold, partially offset by a \$10 increase in total cash costs per ounce. Nevada's *Costs applicable to sales* increased for the year

ended December 31, 2002 from the same period in 2001 as a result of a 20,300 increase in ounces sold and a \$3 increase in total cash costs per ounce. At Yanacocha, *Costs applicable to sales* increased in 2003 from 2002 and 2001 primarily due to increases in sales volumes of 291,000 equity ounces and 193,800 equity ounces in 2003 and 2002, respectively. Total cash costs decreased \$5 per equity ounce in 2003 after an increase in total cash costs per equity ounce of \$10 in 2002. Kori Kollo's *Costs applicable to sales* decreased in 2003 from 2002 and 2001. The 2003 variance from 2002 resulted from a decrease in equity ounces sold of 90,900 and an increase in total cash costs per equity ounce of \$28. The decrease in 2002 from 2001 was attributable to a decrease in equity ounces sold of 25,400. At Minahasa, *Costs applicable to sales* decreased in 2003 from 2002 and 2001 as a result of a decrease in equity ounces sold of 55,000 in 2003 and 194,300 in 2002, partially offset by an increase in total cash costs per equity ounce of \$31

## Table of Contents

and \$76 in 2003 and 2002, respectively. *Costs applicable to sales* increased at all Australian sites as a result of the following: (i) Pajingo had an increase in ounces sold of 33,900 and an increase in total cash costs per ounce of \$34; (ii) Kalgoorlie had an increase in equity ounces sold of 80,000 and an increase in total cash costs per equity ounce of \$48; (iii) Yandal had a decrease in ounces sold of 45,500, offset by an increase of \$58 in total cash costs per ounce; and (iv) Tanami's equity ounces sold increased 136,200 and total cash costs per equity ounce increased \$35. For a complete discussion regarding reasons for variation in ounces sold and total cash costs per ounce, see Results of Operations, below.

*Costs applicable to sales base metals* were \$44.3 million and \$36.0 million in the years ended December 31, 2003 and 2002, respectively. The year ended December 31, 2003 costs primarily consisted of \$37.4 million for copper and \$6.0 million for zinc. The year ended December 31, 2002, costs primarily consisted of \$18.3 million for copper, \$9.3 million for zinc and \$7.8 million for cobalt. The Ity cobalt operation was sold in 2002.

**Deferred stripping.** In general, mining costs are charged to *Costs applicable to sales* as incurred. However, at open pit mines, which have diverse grades and waste-to-ore ratios over the mine life, the Company defers and amortizes certain mining costs on a units-of-production basis over the life of the mine. These mining costs, which are commonly referred to as deferred stripping costs, are incurred in mining activities that are normally associated with the removal of waste rock. The deferred stripping accounting method is generally accepted in the mining industry where mining operations have diverse grades and waste-to-ore ratios; however, industry practice does vary. Deferred stripping matches the costs of production with the sale of such production at the Company's operations where it is employed, by assigning each ounce of gold with an equivalent amount of waste removal cost. If the Company were to expense stripping costs as incurred, there might be greater volatility in the Company's period-to-period results of operations.

Details of deferred stripping with respect to certain of the Company's open pit mines are as follows (unaudited):

	Nevada <sup>(3)</sup>			Mesquite <sup>(4)</sup>		
	2003	2002	2001	2003	2002	2001
<b>Life-of-mine Assumptions Used as Basis For Deferred Stripping Calculations</b>						
Stripping ratio <sup>(1)</sup>	125.0	125.1	138.4	n/a	n/a	237.6
Average ore grade (ounces of gold per ton)	0.049	0.073	0.066	n/a	n/a	0.023
<b>Actuals for Year</b>						
Stripping ratio <sup>(1)</sup>	124.9	72.2	88.9	n/a	n/a	155.5
Average ore grade (ounces of gold per ton)	0.075	0.081	0.060	n/a	n/a	0.031
<b>Remaining Mine Life</b> (years)	9	10	11	n/a	n/a	
	La Herradura <sup>(5)</sup>			Minahasa <sup>(6)</sup>		
	2003	2002	2001	2003	2002	2001
<b>Life-of-mine Assumptions Used as Basis For Deferred Stripping Calculations</b>						
Stripping ratio <sup>(1)</sup>	146.4	141.3	177.0	n/a	n/a	14.5
Average ore grade (ounces of gold per ton)	0.030	0.031	0.035	n/a	n/a	0.172
<b>Actuals for Year</b>						
Stripping ratio <sup>(1)</sup>	157.4	158.5	200.0	n/a	n/a	15.9
Average ore grade (ounces of gold per ton)	0.026	0.026	0.025	n/a	n/a	0.131
<b>Remaining Mine Life</b> (years)	5	6	7	n/a	n/a	



**Table of Contents**

	Tanami(7)		Kalgoorlie(8)		Martha(9)		Ovacik(10)	
	2003	2002	2003	2002	2003	2002	2003	2002
<b>Life-of-mine Assumptions Used as Basis For Deferred Stripping Calculations</b>								
Stripping ratio <sup>(1)</sup>	48.8	68.2	114.8	111.5	32.1	31.7	34.9	28.9
Average ore grade (ounces of gold per ton)	0.160	0.113	0.065	0.065	0.103	0.093	0.356	0.362
<b>Actuals for Year</b>								
Stripping ratio <sup>(2)</sup>	63.5	86.4	112.2	131.0	29.5	36.6	40.4	32.1
Average ore grade (ounces of gold per ton)	0.108	0.107	0.063	0.054	0.089	0.100	0.374	0.358
<b>Remaining Mine Life</b> (years)	1	2	13	14	3	4	2	3

- (1) Total tons to be mined in future divided by total ounces of gold to be recovered in future, based on proven and probable reserves.
- (2) Total tons mined divided by total ounces of gold recovered.
- (3) The actual stripping ratio increased in 2003 from 2002 due to increased waste removal for the Gold Quarry South Layback at Carlin and Section 30 at Twin Creeks. The life-of-mine grade decreased in 2003 due to the inclusion of several low grade deposits previously excluded. The life-of-mine stripping ratio decreased in 2002 from 2001 due to the deferral of open pit projects in response to lower gold prices. The actual stripping ratio in 2002 decreased from 2001 due to mining higher-grade ore zones in the Twin Creeks pit.
- (4) Mesquite is included in the Company's Other North America operating segment. Mesquite ceased mining operations in the second quarter of 2001 and was sold in December 2003.
- (5) The life-of-mine stripping ratios decreased in 2002 from 2001 due to an increase in proven and probable reserve ounces. The actual stripping ratio decreased in 2002 from 2001 due to waste removal in 2001 in preparation for 2002 mining activities. La Herradura is included in the Company's Other North America operating segment.
- (6) Minahasa is included in the Company's Other International operating segment. Minahasa ceased mining operations in the fourth quarter of 2001.
- (7) The life-of-mine and actual stripping ratios decreased in 2003 from 2002 due to the completion of a higher stripping ratio pit during September 2002. The life-of-mine grade increased in 2003 as several low grade pits were completed during 2002. The one year mine life is for open pit operations only. The underground mine life is six years. Tanami is included in the Company's Other Australia operating segment.
- (8) The actual stripping ratio decreased in 2003 as a direct result of higher-grade material being mined. Kalgoorlie is included in the Company's Other Australia operating segment.
- (9) The actual stripping ratio decreased in 2003 due to lower waste removal during the period. Martha is included in the Company's Other International operating segment.
- (10) The life-of-mine stripping ratio increased in 2003 due to a shift from mining underground reserves to open pit reserves. The actual stripping ratio increased in 2003 from 2002 due to accelerated waste removal required to maintain higher mill throughput. Ovacik is included in the Company's Other International segment.

*Depreciation, depletion and amortization (DD&A)* was \$564.5 million, \$505.6 million and \$301.6 million in 2003, 2002 and 2001, respectively. The increase in 2003 is attributable to a decrease in the estimated useful lives of certain assets (primarily in Nevada) and an increase in the depreciable base due to the adoption of SFAS 143 (see Accounting Changes). The increase in 2002 is primarily from the incremental impact of the acquired Newmont Australia Limited (formerly Normandy) operating sites, the amortization of mining royalty interests acquired from Franco-Nevada as part of the February 2002 acquisitions and increased production. DD&A expense fluctuates as capital expenditures increase or decrease and as production levels increase or decrease in addition to the items previously mentioned. Newmont expects DD&A to be approximately \$580 million to \$600 million in 2004.



## Table of Contents

The following is a summary of *Depreciation, depletion and amortization* by operation:

	Years ended December 31,		
	2003	2002	2001
	(in millions)		
North America:			
Nevada	\$ 137.7	\$ 118.2	\$ 117.4
Mesquite, California	3.9	6.3	7.5
La Herradura, Mexico	3.4	3.1	3.2
Golden Giant, Canada	22.0	20.5	18.3
Holloway, Canada	5.3	6.7	6.5
Total North America	172.3	154.8	152.9
South America:			
Yanacocha, Peru	160.4	121.5	82.3
Kori Kollo, Bolivia	6.8	13.8	19.5
Total South America	167.2	135.3	101.8
Australia:			
Pajingo	29.2	20.6	4.3
Kalgoorlie	9.8	9.0	
Yandal	35.8	43.5	
Tanami	36.0	33.7	
Other	5.3	3.4	
Total Australia	116.1	110.2	4.3
Other Operations:			
Zarafshan-Newmont, Uzbekistan	10.1	10.3	11.9
Minahasa, Indonesia	7.6	9.5	22.8
Martha, New Zealand	11.5	13.9	
Ovacik, Turkey	13.9	11.5	
Other	2.7	0.8	
Total Other Operations	45.8	46.0	34.7
Other:			
Merchant Banking	26.5	22.6	
Base Metals Operations	29.1	22.9	
Exploration	3.3	7.7	1.6
Corporate and Other	4.2	6.1	6.3
Total Other	63.1	59.3	7.9
Total Newmont	\$ 564.5	\$ 505.6	\$ 301.6

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Nevada's DD&A increased in 2003 primarily due to capital expenditures of \$109.7 million and a decrease in the estimated useful lives of certain assets. Yanacocha had capital expenditures of \$194.2 million and \$146.2 million in 2003 and 2002, respectively, resulting in an increase in DD&A. At Kori Kollo and Minahasa, DD&A decreased in 2003 from 2002 and 2001 as a result of fewer ounces produced. At Pajingo, DD&A increased as a result of an increase in capital expenditures and ounces produced. For a complete discussion, see Results of Operations, below.

*Exploration, research and development* was \$115.2 million, \$88.9 million and \$55.5 million during 2003, 2002 and 2001, respectively. The 2003 increase over 2002 was primarily as a result of increased spending on advanced projects. The increase in 2002, as compared to 2001, resulted from the Newmont integration of the

## **Table of Contents**

former Normandy and Franco-Nevada exploration programs and from the increase in available capital to fund exploration activities due to higher prevailing gold prices in 2002. Newmont expects *Exploration, research and development* expenses to be approximately \$140 million to \$150 million in 2004.

*General and administrative* was \$130.3 million, \$115.3 million and \$61.2 million for the years ended December 31, 2003, 2002 and 2001, respectively. The increase for the year ended December 31, 2003, as compared to the same period in 2002, was attributable to higher legal expenses, increased pension and other employee benefit-related expenses and increased compliance and corporate governance costs. The increase in 2002, as compared to 2001, primarily relates to increased administrative costs resulting from the integration of Normandy and Franco-Nevada. *General and administrative* expense as a percentage of revenues was 4.1% in 2003, compared to 4.3% in 2002 and 3.7% in 2001. Newmont expects *General and administrative* expenses to be approximately \$100 million to \$110 million in 2004.

*Write-down of long-lived assets* totaled \$35.3 million, \$3.7 million and \$32.7 million during the years ended December 31, 2003, 2002 and 2001, respectively. The 2003 write-down primarily related to a \$28.4 million impairment charge at Golden Giant, part of the Other North America Segment, and a select number of idle vehicles in the mobile fleet at Yanacocha, which were reduced to their residual value. The impairment charge at Golden Giant resulted from a reevaluation of the life-of-mine plan which eliminated marginal stopes and reflected higher projected life-of-mine operating costs, this led to reduced proven and probable reserves and increased life-of-mine operating costs. The 2002 write-down related to an impairment charge for exploration stage mineral interests at Ity and fixed assets at Kori Kollo. The 2001 write-down primarily related to fixed assets at Minahasa, part of the Other International Segment, due to a reevaluation of the life-of-mine plan that resulted in a reduction of proven and probable reserves. Newmont is currently evaluating the mine plan at Ovacik relative to certain uncertainties that exist at the operation, including land access, changes in Turkish taxation legislation and the operating costs of underground operations. If such uncertainties are not favorably resolved, it is reasonably possible that the Company could recognize a charge for impairment of the long-lived assets at Ovacik. The carrying value of Ovacik's long-lived assets at December 31, 2003 was approximately \$52.1 million. See Results of Operations, below for further discussion of the Turkish taxation legislation.

For a discussion of the Company's policy for assessing the carrying value of its long-lived assets for impairment, see Critical Accounting Policies, above.

*Merger and restructuring expenses* of \$60.5 million in 2001 included \$28.1 million of transaction and related costs associated with the acquisition of Battle Mountain and \$32.4 million of restructuring expenses that included \$22.1 million for voluntary early retirement pension benefits and \$10.3 million for employee severance and office closures.

*Other* expenses in 2003, 2002 and 2001 were \$49.5 million, \$29.4 million and \$11.5 million, respectively. The 2003 expense included charges for additions to reclamation and remediation liabilities related to depleted ore bodies, an accrual for certain environmental obligations, costs associated with the finalization of a de-watering agreement in Nevada, severance costs at the Kori Kollo project in Bolivia, and costs related to compliance and governance implementation activities associated with the Sarbanes-Oxley Act of 2002. The 2002 expenses primarily included integration costs relating to the acquisitions of Normandy and Franco-Nevada and costs associated with employee severance benefits. The 2001 expense was primarily composed of start-up costs for the La Quinua mine site at Yanacocha and accounts receivable write-offs from third party contractors.

*Gain on investments, net* was \$83.2 million and \$47.1 million for years ended December 31, 2003 and 2002, respectively. There were no gains or losses on investments during the year ended December 31, 2001. During the year ended December 31, 2003, Newmont recorded gain on exchange of Echo Bay shares for Kinross shares of \$84.3 million, a net loss of \$7.4 million on the sale of approximately 28 million Kinross shares and a gain of approximately \$6.3 million on the sale of other investments. The December 31, 2002 gain of \$47.3 million is



## Table of Contents

primarily related to Newmont's sale of its investment of Lihir Gold Limited. See Investing Activities for more information on these transactions.

*Gain (loss) on derivative instruments, net*, representing non-cash, mark-to-market gains and losses recognized on ineffective and partially ineffective gold derivative instruments, was \$22.9 million, \$(39.8) million and \$1.8 million for the years ended December 31, 2003, 2002 and 2001, respectively. The 2003 gain related primarily to the acquired Normandy hedge books and resulted predominantly from a strengthening of the Australian dollar from approximately \$0.56 to \$0.75 per U.S. dollar between December 31, 2002 and December 31, 2003. This gain was partially offset by the U.S. dollar gold price increasing from \$347 per ounce to \$416 per ounce over the same period. The loss in 2002 primarily relates to the acquired Normandy gold hedge books and resulted from the increase in the U.S. dollar gold price from \$300 per ounce at February 15, 2002, the date of acquisition of Normandy, to \$347 at December 31, 2002, partially offset by the appreciation in the Australian dollar per U.S.\$ from \$0.52 at February 15, 2002 to \$0.56 at December 31, 2002. Generally, higher gold prices increase Newmont's derivative liability position, whereas appreciation in the Australian dollar decreases Newmont's derivative liability position. The Company has substantially eliminated the acquired Normandy hedge books as of December 31, 2003, so gains and losses in the future should not be as significant. Prior to the acquisition of Normandy, *Gain (loss) on derivative instruments* primarily reflected the change in fair value of written call option contracts at the end of each year. In September 2001, Newmont entered into transactions that closed out these call options. These options were replaced with a series of sales contracts requiring physical delivery of the same quantity of gold over slightly extended future periods. The call options were marked to their market value of \$53.8 million immediately prior to their close, resulting in a non-cash gain of \$1.8 million in 2001. The value of the new sales contracts was recorded as *Deferred revenue from sale of future production* and will be included in sales revenue as delivery occurs.

*Gain on extinguishment of NYOL bonds, net* was \$114.0 million for the year ended December 31, 2003. On May 29, 2003, Newmont, through its subsidiary Yandal Bond Company Limited (YBCL), made an offer to acquire all of NYOL's outstanding 8 7/8% Senior Notes due in April 2008 at a price of \$500 per \$1,000 principal amount. YBCL received binding tender offers for the Senior Notes totaling \$237.0 million, representing 99% of the \$237.2 million principal amount outstanding at the time of the offer. The liabilities for the remaining NYOL bonds were extinguished in connection with NYOL's insolvency proceeding in Australia (see Notes 12 and 27 to the Consolidated Financial Statements).

*Gain on extinguishment of NYOL derivative liability, net* was \$106.5 million for the year ended December 31, 2003. On May 28, 2003, YBCL made an offer to acquire all of NYOL's gold hedge contracts from the counterparties at a rate of \$0.50 per \$1.00 of net mark-to-market hedge liability as of May 22, 2003. Six of a total of seven counterparties representing 94% of the gold ounces in the NYOL hedge book and 76% of the mark-to-market May 22, 2003 hedge liability, assigned their hedge contracts to YBCL. The remaining NYOL hedge contract liabilities were extinguished in connection with NYOL's insolvency proceeding in Australia (see Notes 12 and 27 to the Consolidated Financial Statements).

*Loss on extinguishment of debt* was \$33.8 million for year ended December 31, 2003. During the first quarter of 2003, Newmont repurchased \$23.0 million of its 8 3/8% debentures, \$52.3 million of its 8 5/8% debentures, \$10.0 million of Newmont Australia 7 1/2% guaranteed notes, and \$30.9 million of Newmont Australia 7 5/8% guaranteed notes for total cash consideration of \$135.8 million. During the fourth quarter of 2003, Newmont repurchased \$125.0 million of its 8 3/8% debentures, \$70.5 million of 7 1/2% Newmont Australia guaranteed notes and 100% of its 6% convertible subordinated debentures for total cash consideration of \$309.8 million. See Liquidity and Capital Resources, Financing Activities.

*Loss on guarantee of QMC debt* was \$30.0 million for the year ended December 31, 2003. Newmont is the guarantor of an A\$71.0 million (approximately \$53.2 million) amortizing loan facility of QMC Finance Pty Ltd. (QMC), of which A\$65.2 million (approximately \$48.9 million) was outstanding as of December 31, 2003. The QMC loan facility, which is collateralized by the assets of Queensland Magnesium Project, expires in

**Table of Contents**

November 2006. During the fourth quarter of 2003, Newmont recorded a \$30.0 million charge in *Loss on guarantee of QMC debt*. Newmont reduced the amount accrued for this contingent obligation by the estimated fair value of the AMC assets that would be subrogated to Newmont in the event the guarantee is called.

*Dividends, interest income, foreign currency exchange and other income* was \$132.2 million, \$39.9 million and \$7.4 million for the years ended December 31, 2003, 2002 and 2001, respectively, as follows:

	Years Ended December 31,		
	2003	2002	2001
	(in thousands)		
Dividends and interest income	\$ 10,554	\$ 14,139	\$ 2,976
Foreign currency exchange gain (loss), net	96,971	14,020	(5,088)
Gains on sales of mining and exploration properties	15,394	6,112	3,098
Other	9,279	5,614	6,401
<b>Total</b>	<b>\$ 132,198</b>	<b>\$ 39,885</b>	<b>\$ 7,387</b>

The year ended December 31, 2003 included a foreign currency translation gain of \$97.0 million primarily composed of the following: (i) exchange gains, net of \$58.9 million on Canadian dollar-denominated intercompany loans with a subsidiary whose functional currency is the Canadian dollar, reflecting a strengthening of the Canadian dollar during the period from \$0.63 to \$0.77 per US dollar; (ii) a \$27.4 million mark-to-market gain on ineffective foreign currency swaps; (iii) a \$19.2 million foreign currency gain on the translation of Newmont Australia Limited's financial statements to U.S. dollars due to appreciation of the Australian dollar from \$0.56 to \$0.75 per U.S.\$; and (iv) other foreign currency losses of \$8.5 million. As of December 31, 2003, the Company converted a substantial portion of the Canadian dollar-denominated intercompany loans to long-term notes, as the Company does not intend to settle these loans in the foreseeable future. As a result, the Company will no longer record foreign currency gains and losses in earnings with respect to the converted long-term notes.

*Interest expense, net of amounts capitalized* was \$88.6 million, \$129.6 million and \$98.1 million in 2003, 2002 and 2001, respectively. Capitalized interest totaled \$8.9 million, \$5.2 million and \$10.6 million in each year, respectively. Net interest expense declined during 2003 from 2002 primarily due to a decrease in outstanding debt obligations (see Liquidity and Capital Resources and Financing Activities, below) resulting from Newmont's debt-reduction strategy. Net interest expense increased in 2002 from 2001 primarily from long-term debt assumed as part of the acquisition of Normandy.

*Income tax (expense) benefit* was \$(206.9) million in 2003, compared to \$(19.9) million and \$59.3 million in 2002 and 2001, respectively. The increase in income tax expense in 2003, compared to 2002, was primarily attributable to \$709.1 million higher *Pre-tax income (loss) before minority interest, equity income (loss) of affiliates and cumulative effect of a change in accounting principle* (pre-tax income (loss)). The Company's effective tax rates were 22.4% and 9.2% in 2003 and 2002 based on pre-tax income of \$925.4 million and \$216.3 million, respectively. The Company's 2001 pre-tax loss was \$63.1 million. The factors that most significantly impact the Company's effective tax rate are percentage depletion and resource allowances, valuation allowances related to deferred tax assets, foreign earnings net of foreign tax credits, earnings attributable to minority interests in subsidiaries and affiliated companies, foreign currency translation gains and losses and the impact of certain specific transactions. Most of these factors are sensitive to the average realized price of gold and other metals.

Percentage depletion allowances (tax deductions for depletion that may exceed the Company's tax basis in its mineral reserves) are available to the Company under the income tax laws of the United States for operations conducted in the United States or through branches and partnerships owned by U.S. subsidiaries included in the Company's consolidated United States income tax return. The deductions are highly sensitive to the price of gold and other minerals produced by the Company. In general, such deductions are calculated separately for each

## **Table of Contents**

operating mine and are based on a complex two-part formula that considers the net-of-royalty revenue received from sales of the mine output and the taxable income from the particular mine that produced the output. For 2003 and prior years, similar types of deductions have been available for mining operations in Canada and were referred to as resource allowances. However, changes in the Canadian tax law enacted in 2003 repeal the resource allowances beginning in 2004. The tax benefits from percentage depletion and resource allowances were \$21.5 million, \$34.4 million and \$17.3 million in 2003, 2002 and 2001, respectively. The reduction in 2003 compared to the other periods resulted primarily from the fact that the 2002 benefit included incremental depletion allowances resulting from the settlement of tax controversies and reduced Canadian resource allowances. These two factors were partially offset by increases in percentage depletion allowances due to an increase in the Company's average realized gold price in 2003 to \$366, compared to \$313 and \$271 for 2002 and 2001, respectively.

The Company operates in various countries around the world that have tax laws, tax incentives and tax rates that are significantly different than those of the United States. Many of these differences combine to move the Company's overall effective tax rate higher or lower than the United States statutory rate. The effect of these differences are shown in Note 16 to the Consolidated Financial Statements as either a rate differential or the effect of foreign earnings, net of credits. Differences in tax rates and other foreign income tax law variations make the Company's ability to fully utilize all of its available foreign income tax credits on a year-by-year basis highly dependent on the price of the minerals produced by the Company since lower prices can result in the Company having insufficient sources of taxable income in the United States to utilize all available foreign tax credits. Such credits have very limited carryback and carryforward periods and can only be used to reduce the United States income tax imposed on the Company's foreign earnings included in its annual United States consolidated income tax return. The effects of foreign earnings, net of allowable credits, were reductions of income tax expense of \$27.8 million, \$16.7 million and \$29.5 million in 2003, 2002 and 2001, respectively. Included in the foreign tax credit component of the 2003 amount is a benefit of \$49.8 million resulting from the utilization of foreign tax credit carryforwards for which a valuation allowance previously had been recorded. This utilization primarily is caused by the realization of higher sources of taxable income in the United States resulting from the increase in the Company's average realized gold price in 2003.

The tax effect of changes in local country tax laws as set forth as a separate item in the Company's effective tax reconciliation in Note 16 to the Consolidated Financial Statements, resulted in a net tax benefit of \$35.7 million in 2003. The net tax benefit is primarily related to a change in tax law in Australia that allows the Company to consolidate wholly-owned subsidiaries in that country.

Included in the effect of foreign taxes on the Company's effective tax rate for 2003 are the effects of transactions occurring at subsidiaries, the earnings of which Newmont intends to indefinitely reinvest and, therefore, for which no United States deferred tax liabilities or assets can be provided. These transactions include a \$16.3 million tax expense on the exchange of the Company's investment in Echo Bay for shares of Kinross, a \$10.3 million tax benefit on the subsequent loss on the sale of Kinross shares, a \$7.4 million tax benefit on the *Equity loss and impairment of Australian Magnesium Corporation*, and \$35.6 million and \$32.0 million of tax expense on the *Gain on the extinguishment of NYOL bonds* and the *Gain on extinguishment of NYOL derivatives liability*, respectively.

As indicated above, for financial reporting purposes, NYOL U.S. dollar-denominated bonds have been treated as extinguished giving rise to a significant gain. The notes were purchased from the third party holders by an United States affiliate of NYOL and remained outstanding at year end. For Australian and United States income tax purposes the transaction is treated as a deemed repurchase of the notes followed by a deemed re-issuance of new notes with a face value equal to the amount paid to the third party holders. While no cash taxes are payable on this type of income under Australian tax law, certain tax attributes of the Australian group are required to be reduced by the lower of the amount of the deemed extinguishment gain or the available tax attributes. The expected future tax benefit related to the tax attributes required to be eliminated previously had been recorded as a deferred tax asset. Consequently, the elimination of the tax attributes required a reduction in



## **Table of Contents**

the group's deferred tax assets and a charge to income tax expense in the amount of \$35.6 million. This 2003 tax expense component is set forth as a separate reconciling item in Note 16 to the Consolidated Financial Statements.

The need to record valuation allowances related to the Company's deferred tax assets (primarily attributable to net operating losses and tax credits) is principally dependent on the following factors: (i) the extent to which the net operating losses and tax credits can be carried back and yield a tax benefit; (ii) the Company's long-term estimate of future average realized minerals prices; and (iii) the degree to which many of the tax laws and income tax agreements imposed upon the Company and its subsidiaries around the world tend to create significant tax deductions early in the mining process. These up-front deductions can give rise to net operating losses and credit carryforwards in circumstances where future sources of taxable income may not coincide with available carryforward periods even after taking into account all available tax planning strategies. Furthermore, certain liabilities accrued for financial reporting purposes may not be deductible for tax purposes until such liabilities are actually funded which could happen after mining operations have ceased, when sufficient sources of taxable income may not be available. Changes to valuation allowances decreased income tax expense by \$85.2 million in 2003 and increased income tax expense in 2002 and 2001 by \$2.5 million and \$17.3 million, respectively. In 2003, the Company reversed a valuation allowance of \$43.0 million that had been recorded with respect to the United States net operating losses of a subsidiary acquired in a prior period business combination accounted for as a pooling of interests since future sources of taxable income will be sufficient to utilize these loss carryforwards over the period of time that such losses are allowed to be claimed. As noted above, \$49.8 million of the valuation allowance recorded in prior periods with respect to the Company's foreign tax credits also was reversed. Partially offsetting these reductions in valuation allowances was the need to record valuation allowances for currently arising tax losses incurred by some of the Company's foreign subsidiaries.

The Company consolidates subsidiaries with interests attributable to minority interests. However, for tax purposes, the Company only is responsible for the income taxes on the portion of the taxable earnings attributable to its ownership interest of each consolidated entity. Such minority interests contributed \$22.2 million, \$11.5 million and \$10.1 million in 2003, 2002 and 2001, respectively, as reductions in the Company's income tax expense. The increase in 2003 is primarily due to increased earnings from higher gold prices at consolidated subsidiaries with minority interests. This increase was partially offset by lower reinvestment credits that are available to Yanacocha under Peruvian tax regulations.

The Company's effective tax in 2003 was increased by \$54.5 million due to changes in foreign currency exchange rates (principally the Australian dollar) compared with \$9.3 million in 2002. In 2003 and 2002, these amounts primarily relate to the Australian tax effect of realized and unrealized translation gains attributable to United States dollar-denominated assets and liabilities and the gold derivatives positions at Newmont Australia Limited whose functional currency is the United States dollar. Because Newmont intends to indefinitely reinvest earnings from Newmont Australia Limited, no offsetting United States deferred income tax benefit can be provided. The effect in 2003 is substantially higher than 2002 because of the significant strengthening of the Australian dollar against the United States dollar, which took place in 2003.

During 2002, the Company settled an audit conducted by the Internal Revenue Service of the tax returns of an acquired entity involving several taxable periods that predated the Company's acquisition. At issue was the proper federal income tax treatment of a portion of a transaction involving an exchange of natural resource properties. The settlement gave rise to additional future tax deductions, the tax benefit of which previously had not been recorded and for which no deferred taxes were required to be provided. Accordingly, the Company's consolidated income tax expense for 2002 was reduced by approximately \$10 million due to this non-recurring item.

Based on the uncertainty and inherent unpredictability of the factors influencing the Company's effective tax rate and the sensitivity of such factors to gold and other metals prices as discussed above, Newmont's effective tax rate is expected to be volatile in future periods.

**Table of Contents**

*Minority interest in income of subsidiaries* was \$173.2 million, \$97.4 million and \$65.4 million for the years ended December 31, 2003, 2002 and 2001, respectively. The year-to-year increases were primarily a result of increased earnings at Yanacocha, where Newmont has a 51.35% interest, due to higher gold prices, increased gold sales and lower production costs (see Results of Operations, South American Operations).

*Equity loss and impairment of Australian Magnesium Corporation* was \$119.5 million and \$1.8 million for the years ended December 31, 2003 and 2002, respectively. Newmont acquired Australian Magnesium Corporation (AMC) as part of the Normandy acquisition during February 2002. During 2003, Newmont recorded a write-down of its investment in AMC of \$119.5 million consisting of a write-down of approximately \$11.0 million in the first quarter of 2003 for an other-than-temporary decline in value of the AMC investment, as well as its proportionate share of AMC's first quarter losses of \$0.7 million, and a second quarter write-down of \$107.8 million that was triggered by ongoing issues related to the project financing and financial viability of the Stanwell Magnesium Project and AMC's inability to attract a new partner to finance this project. AMC halted the development and construction of the Stanwell Project during the second quarter of 2003 and recorded an impairment charge for the write-down of the Project's carrying value. Newmont's equity and impairment charge included \$72.7 million for the write-off of its investment in AMC, including the impairment charge on the Stanwell Project, a \$24.8 million write-down of a forgiven loan receivable due to Newmont from AMC, a \$10.0 million charge to settle Newmont's guarantee of a contract with Ford Motor Company, \$6.6 million for a new credit facility provided by Newmont as part of AMC's restructuring and other adjustments of approximately \$1.1 million, partially offset by a \$7.4 million income tax benefit. During December 2003, Newmont sold its interest in AMC. See Note 10 to the Consolidated Financial Statements.

*Equity income of affiliates* was \$84.4 million, \$53.2 million and \$22.5 million for the years ended December 31, 2003, 2002 and 2001, respectively. The following table indicates income (loss) by affiliate:

	Years Ended December 31,		
	2003	2002	2001
	(in thousands)		
Batu Hijau	\$ 82,892	\$ 42,119	\$ 22,513
TVX Newmont Americas	810	9,737	
Echo Bay		(380)	
AGR Matthey	725	1,675	
Total	\$ 84,427	\$ 53,151	\$ 22,513

The year-to-year increases in equity income in Batu Hijau resulted primarily from higher copper prices, increased gold by-product credits and lower smelting and refining costs (see Results of Operations, Other Mining Operations). Newmont sold its interest in TVX Newmont Americas during the first quarter of 2003. See Note 10 of the Consolidated Financial Statements.

Newmont recorded a charge for the *Cumulative effect of a change in accounting principle, net of tax* effective January 1, 2003 of \$34.5 million reflecting the effect of the adoption of SFAS No. 143, *Accounting for Asset Retirement Obligations*, that changed the method of accounting for the Company's estimated mine reclamation and abandonment costs. Newmont recorded a gain for the *Cumulative effect of a change in accounting principle* of \$7.7 million effective January 1, 2002 with respect to depreciation, depletion and amortization of *Property, plant and mine development, net* to exclude future estimated development costs expected to be incurred for certain underground operations. See Accounting Changes, above, for more information.

*Other comprehensive income (loss), net of tax*, in 2003, primarily included a \$68.4 million gain on the effective portion of changes in the fair value of derivative instruments classified as cash flow hedges and a \$23.2 million gain on the translation of subsidiaries with non-U.S. dollar functional currencies, partially offset by

**Table of Contents**

a \$(5.0) million decline in value of marketable equity securities. *Other comprehensive income (loss), net of tax*, in 2002, primarily included \$(28.7) million for a minimum pension liability adjustment, \$(16.7) million for unrealized losses on derivatives designated as cash flow hedges and \$(12.8) million for a decline in value of marketable equity securities. *Other comprehensive income (loss), net of tax*, in 2001, primarily included an \$18.3 million gain for temporary changes in the market value of Lihir Gold securities.

**Results of Operations**

	Total Cash Cost Per					
	Equity Ozs. Sold			Equity Oz.		
	2003	2002	2001	2003	2002	2001
	(in thousands)			(\$ per equity ounce)		
North America:						
Nevada	2,490.8	2,723.5	2,703.2	\$ 235	\$ 225	\$ 222
Mesquite, California	49.2	57.1	92.6	184	177	205
La Herradura, Mexico	67.8	64.2	54.7	162	176	173
Golden Giant, Canada	229.7	281.5	283.7	227	196	187
Holloway, Canada	65.1	97.7	89.4	312	204	209
Total/Weighted-Average	2,902.6	3,224.0	3,223.6	233	220	217
South America:						
Yanacocha, Peru	1,467.9	1,176.9	983.1	120	125	115
Kori Kollo, Bolivia	158.5	249.4	274.8	184	156	158
Total/Weighted-Average	1,626.4	1,426.3	1,257.9	126	131	125
Australia:						
Pajingo	330.3	296.4	126.0	129	95	105
Kalgoorlie	404.7	324.7		263	215	
Yandal	565.6	611.1		273	215	
Tanami	588.6	452.4		240	205	
Total/Weighted-Average	1,889.2	1,684.6	126.0	236	191	105
Other Operations:						
Zarafshan-Newmont, Uzbekistan	218.1	255.8	222.0	147	134	136
Minahasa, Indonesia	92.2	147.2	341.5	249	218	142
Martha, New Zealand	108.9	107.8		199	156	
Ovacik, Turkey	168.2	125.7		129	122	
Total/Weighted-Average	587.4	636.5	563.5	168	155	139
Equity Investments:						
Batu Hijau, Indonesia	328.9	278.0	295.1	n/a	n/a	n/a
TVX Newmont Americas	14.5	183.5		n/a	n/a	n/a
Echo Bay	21.2	185.2		n/a	n/a	n/a

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Total/Weighted-Average	364.6	646.7	295.1	n/a	n/a	n/a
Other:						
Golden Grove, Australia	13.4	13.6		n/a	n/a	n/a
Newmont Total/Weighted-Average	7,383.6	7,631.7	5,466.1	\$ 203	\$ 189	\$ 184

Disclosure of total cash costs per ounce is intended to provide investors with information about the cash generating capacities of Newmont's mining operations. Newmont's management uses this measure for the same purpose and for monitoring the performance of its gold mining operations. This information differs from measures of performance determined in accordance with generally accepted accounting principles (GAAP) and

## **Table of Contents**

should not be considered in isolation or as a substitute for measures of performance determined in accordance with GAAP. This measure was developed in conjunction with gold mining companies associated with the Gold Institute, a non-profit industry group no longer in existence, in an effort to provide a level of comparability; however, Newmont's measures may not be comparable to similarly titled measures of other companies.

For all periods presented, total cash costs include charges for mining ore and waste associated with current period gold production, processing ore through milling and leaching facilities, by-product credits, production taxes, royalties and other cash costs. Certain gold mines produce silver as a by-product, and Batu Hijau produces gold as a by-product. Proceeds from the sale of by-products are reflected as credits to total cash costs. With the exception of Nevada, Yanacocha, Golden Grove and Batu Hijau, such by-product sales have not been significant to the economics or profitability of the Company's mining operations. All of these charges and by-product credits are included in *Costs applicable to sales*. Charges for reclamation are also included in *Costs applicable to sales*, but are not included in total cash costs. Reclamation charges are included in total production costs, together with total cash costs and *Depreciation, depletion and amortization*. Total production costs provide an indication of earnings before interest expense and taxes for Newmont's share of gold mining properties, when taking into account the average realized price received for gold sold, as this measure combines *Costs applicable to sales* plus *Depreciation, depletion and amortization*, net of minority interest. A reconciliation of total cash costs and total production costs to *Costs applicable to sales* in total and by segment is provided in Item 2, Properties, Operating Statistics.

Unless otherwise indicated, and based on current mine plans, expected gold sales for each operation for the years 2005 through 2008 are expected to continue at levels comparable to the expected levels for 2004. The Company expects that gold production will range between 7.0 million and 7.2 million equity ounces in 2004 and will range between 7.0 million and 7.5 million equity ounces per year through 2006, increasing thereafter.

### ***North American Operations***

Newmont's Nevada operations are along the Carlin Trend near Elko and in the Winnemucca region, where the Twin Creeks mine and the Lone Tree Complex are located. Nevada operations also include the Midas underground mine (acquired in February 2002 as part of the Normandy acquisition). Nevada's gold sales in 2003 were 2.49 million equity ounces compared to 2.72 million equity ounces in 2002, or 9% lower. Total cash costs for Nevada increased to \$235 per equity ounce in 2003 from \$225 per equity ounce in 2002. The 232,700 ounce decline in gold sales during 2003 compared to 2002 is primarily attributable to a 29% decline in oxide mill production, a 11% decline in leach production and a build up of inventory. The decrease in oxide mill production was due to a 44% decline in oxide mill throughput reflecting lower tons of oxide ore mined from maturing ore bodies. Open pit mined tonnage increased 26% during 2003, compared to 2002, primarily due to increased waste removal for the Gold Quarry expansion at Carlin and commencement of production from Section 30 at Twin Creeks. Leach production declined during 2003, compared to 2002, due to timing of material placed on the pads. The \$10 increase in total cash costs per equity ounce during 2003, compared to 2002, was due primarily to the decrease in ounces sold, higher labor, mine maintenance, power and diesel costs, and increased contracted services due to increased production at the Chukar underground mine where contract mining is utilized. Nevada's gold sales in 2002 of 2.72 million equity ounces were 1% higher than in 2001. Total cash costs at Nevada also increased slightly from \$222 per equity ounce in 2001 to \$225 per equity ounce in 2002. The Midas mine contributed approximately 196,200 ounces of production in 2002, or approximately 7% of Nevada's production. Without the Midas production, Nevada gold sales would have declined about 6.5% in 2002 compared to 2001. This was due to less oxide mill throughput in 2002 due to the shutdown of the Pinon Mill at Twin Creeks, utilization of lower-grade oxide stockpiles resulting in lower recoveries in most oxide mills and a 38.5% decline in tons placed on the leach pads due to mining more mill-grade material and the postponement of production from the Gold Quarry South Layback project until 2003. These trends were largely offset by increased throughput in the refractory mills reflecting better utilization of the Carlin Roaster and the Twin Creeks Sage Mill and a 3% increase in refractory grade. Nevada's gold sales in 2004 are expected to be 2.6 million equity ounces. Nevada's silver by-product credits aggregated \$15.1 million, \$11.3 million and \$1.9 million during 2003, 2002 and 2001, respectively. At the budgeted silver price of \$5.25 per ounce, the Company expects Nevada's

## **Table of Contents**

silver by-products credits to decrease to approximately \$13.5 million in 2004. Although the amount of Nevada's silver by-product credits is expected to vary from one period to another, such variations are not expected to be material to the economics of Nevada's operations.

In Nevada, non-governmental organizations have brought a series of actions, as described in more detail in Note 27 to the Consolidated Financial Statements. While Newmont believes that the legal actions are without merit, unfavorable outcomes could result in additional conditions being imposed on how the Company conducts operations, and such conditions could have a material adverse effect on Nevada's results of operations or financial position.

Hourly waged employees at Newmont's Carlin, Nevada operations are represented by the Operating Engineers Local Union No. 3 of the International Union of Operating Engineers, AFL-CIO. On September 30, 2002, the Carlin labor agreement expired. During 2003, Newmont actively negotiated with the union and participated in federal mediation in an effort to reach an acceptable contract. On February 5, 2004, union employees voted to ratify Newmont's offer for a new agreement.

Gold sales at the Mesquite heap leach mine in southern California decreased 14% to 49,200 ounces in 2003 from 57,100 ounces in 2002. Total cash costs at Mesquite increased to \$184 per ounce in 2003 from \$177 per ounce in 2002. The decrease in ounces sold in 2003 primarily reflects the impact of diminishing returns from re-leaching activities. Mesquite's gold sales decreased 38% in 2002 from 2001, and total cash costs per ounce decreased 14% in 2002 from \$205 in 2001, reflecting the impact of the cessation of mining activities and the depletion of the ore body in 2001. Mining activities ceased in the second quarter of 2001. Newmont sold Mesquite in November 2003. See additional information in Investing Activities below. Newmont continued to record gold sales from Mesquite up to the closing date of the transaction.

La Herradura, a 44%-owned, heap leach operation in Sonora, Mexico operated by Industriales Peñoles, sold 154,091 ounces of gold during 2003. Newmont's share of 2003 gold sales totaled 67,800 equity ounces at total cash costs of \$162 per equity ounce, compared to 64,200 equity ounces at total cash costs of \$176 per equity ounce in 2002. Gold sales for 2003 increased compared to 2002 primarily due to capital investments that led to increased mining rates and ore placement on the leach pads. Total cash costs per equity ounce in 2003 decreased compared to 2002 primarily due to the increase in gold ounces sold. La Herradura's 2002 sales and total cash costs per equity ounce increased 17% and 2%, respectively, compared to 54,700 equity ounces at total cash costs of \$173 per equity ounce in 2001. Gold sales in 2004 are expected to total approximately 70,000 equity ounces. Gold sales are expected to increase to near 100,000 equity ounces in 2005 and decline to approximately 95,000, 60,000 and 15,000 equity ounces in 2006, 2007 and 2008, respectively.

The Golden Giant underground mine in Ontario, Canada sold 229,700 ounces of gold at total cash costs of \$227 per ounce in 2003, compared to 281,500 ounces at total cash costs of \$196 per ounce in 2002. Gold sales declined by 51,800 ounces during 2003 compared to 2002 primarily due to a 35% decrease in mill throughput due to reduced mining faces in stope sequencing at this maturing mine, partially offset by a 35% increase in mill feed ore grade. The increase in total cash costs per ounce during 2003, compared with 2002, resulted primarily from a combination of the appreciation of the Canadian dollar compared to the U.S. dollar (see Foreign Currency Exchange Rates below), which had the effect of inflating local-currency denominated costs, and declining gold sales. Gold sales from Golden Giant declined by 1% and total cash costs per ounce increased by 5% in 2002, compared to 283,700 ounces at \$187 per ounce in 2001. Despite similar sales volumes in 2002 compared to 2001, total cash costs per ounce increased in 2002 reflecting increased electricity rates, mining costs expensed for ongoing development, increased ground support and maintenance costs and appreciation of the Canadian dollar in relation to the U.S. dollar. During 2003, Golden Giant recorded an impairment charge of \$28.4 million resulting from a reevaluation of the life-of-mine plan that reduced proven and probable reserves. This mine is projected to experience diminishing mining faces, smaller sized stopes and more labor intensive mining techniques in 2004, leading to projected gold ounces sold of approximately 150,000. Based on the current mine plans, gold sales at Golden Giant are expected to steadily decline to approximately 60,000 and 10,000 ounces per year in 2006 and 2007, respectively, as the operation approaches the end of its life.





## **Table of Contents**

The Holloway underground mine in Ontario, Canada is an 84.65%-owned joint venture with Teddy Bear Valley Mines. Holloway's gold sales in 2003 were 33% lower at 65,100 equity ounces, compared to 97,700 equity ounces in 2002. Total cash costs at Holloway increased to \$312 per equity ounce in 2003 from \$204 per equity ounce in 2002. The decrease in sales during 2003 is due to a 20% decline in mill ore grade compared to 2002. Higher total cash costs per equity ounce in 2003 resulted from declining production and a strengthening Canadian dollar compared to the U.S. dollar (see Foreign Currency Exchange Rates below). In 2002, gold sales increased 9% and total cash costs per equity ounce decreased 2%, compared to 89,400 equity ounces at total cash cost of \$209 per equity ounce in 2001. The increase in ounces sold from 2001 to 2002 primarily reflected increasing mill throughput from surface secondary crushing and draw-downs of inventories in 2002. The decrease in total cash costs in 2002 is primarily from increased production. Holloway is expected to sell approximately 90,000 equity ounces in 2004. Gold sales are projected to remain steady through 2006 and decrease by approximately 50% in 2007, when operations are expected to cease.

### ***South American Operations***

Minera Yanacocha S.R.L. ( Yanacocha ) in Peru is 51.35%-owned by Newmont and includes five open pit mines, four leach pads, two gold recovery plants and a crushing and agglomeration facility. Gold sales increased 25% in 2003, from 2.29 million ounces (1.18 million equity ounces) in 2002 to 2.86 million ounces (1.47 million equity ounces) in 2003. Total cash costs per equity ounce decreased from \$125 per equity ounce in 2002 to \$120 per equity ounce in 2003. The increase in sales during 2003 compared to 2002 is primarily attributable to increased leach solution processing capacity and an 18% higher ore grade due to a planned mining sequence, leading to higher ore grades at the LaQuinua and Cerro Yanacocha pits. The increase in the grade of ore is primarily related to increased production from the higher-grade La Quinua pit. By-product credits for 2003, 2002 and 2001 were \$14.2 million, \$9.0 million and \$6.3 million, respectively. Total cash costs per equity ounce in 2003 declined in comparison to 2002 because of the increase in gold ounces sold and the higher by-product credits, partially offset by higher workers' participation payments due to higher taxable income, higher fuel costs and higher royalties due to higher gold prices. Gold sales in 2002 were 20% higher than 2001 gold sales of 1.90 million ounces (0.98 million equity ounces). Total cash costs per equity ounce in 2002 were up 9% from \$115 in 2001 primarily due to an increase in production coming from the higher cost La Quinua operation that started-up in late 2001, which requires crushing and agglomeration unlike other Yanacocha ore bodies, partially offset by economies of scale resulting from higher production levels. Total cash costs per equity ounce in 2001 benefited from higher sales due to higher ore grade.

Production at Yanacocha is now at a steady state. Production had grown annually through the discovery and development of additional reserves and increased mining and processing capacity. Tons mined in 2003 were slightly lower than the 2002 levels as haul distances have increased due to pit expansions. In 2003, Yanacocha mined approximately 205 million tons of material (147 million ore tons and 58 million waste tons). Without adding new mining equipment in 2002, Yanacocha reached a mining rate of 600,000 tons per day in the fourth quarter of 2002. Yanacocha mined approximately 204 million tons of material (149 million ore tons and 55 million waste tons) in 2002, compared to approximately 156 million tons (85 million ore tons and 71 million waste tons) in 2001. Yanacocha is expected to sell approximately 3.1 million ounces (1.6 million equity ounces) of gold in 2004. Based on the current mine plans, production is expected to be steady (plus or minus 10%-20%) through 2008. Yanacocha is currently studying the feasibility of an oxide mill and the development of the Minas Conga ore deposits.

On December 9, 2003, the Workers' Union of Yanacocha was created and registered before the Peruvian Labor Ministry. Currently, the union has 360 members, out of a total of approximately 2,000 employees registered on the Yanacocha payroll. Usually, once a union has been created, it submits a list of petitions in order to initiate a collective bargaining agreement. While no such submittal has been made to date, the terms of any collective bargaining agreement will apply only to union members if such a submittal is made, given that the union represents less than a majority of Yanacocha's employees.

## **Table of Contents**

The Kori Kollo open pit mine in Bolivia is owned by Empresa Minera Inti Raymi S.A., in which Newmont has an 88% interest with a Bolivian partner owning the remaining 12% interest. Gold ounces sold in 2003 totaled 158,500 equity ounces, compared to 249,400 equity ounces in 2002. Total cash costs per equity ounce were \$184 in 2003, compared to \$156 in 2002. The primary factors contributing to lower production during 2003 compared to 2002 were a 24% decrease in mill feed grades, a 28% decrease in ore tons milled and a 43% decrease of ore placed on the leach pads. Mill feed grade declined in 2003 as a result of processing rehandled material. Total cash costs per equity ounce increased by \$28 in 2003, compared to 2002, primarily due to the reduction in equity gold ounces sold in 2003. By-product credits for 2003 and 2002 were \$2.9 million and \$2.4 million, respectively. Equity gold ounces sold in 2002 totaled 249,400 ounces, compared to 274,800 in 2001. Total cash costs per equity ounce decreased 1% in 2002, compared to \$158 in 2001. Production declined in 2002 primarily from processing lower grade ore through the mill. Equity ounces sold in 2004 are expected to total approximately 20,000 equity ounces. Kori Kollo is a mature mine. Mining was completed and the mill closed in October 2003. Leach production will continue until residual leaching is completed in 2005. Kori Kollo is evaluating processing oxide ores on leach pads from the Llallagua pit. A modest pad expansion at the existing facility would be required to accommodate the additional ore. Kori Kollo is also evaluating the possible development of the Kori Chaca pit, which would require building a new leach pad. These projects have the potential to produce 100,000 ounces per year from 2005 to 2007.

## ***Australian Operations***

Information related to Australian operations for 2003 reflects an entire year of activity. Australian operations for 2002 reflect activity from February 16, 2002 (as the Normandy acquisition was effective February 15, 2002) through December 31, 2002, with the exception of Pajingo, which was already 50% owned by Newmont prior to the acquisition of Normandy and therefore reflects Newmont's 50% ownership through February 15, 2002 and 100% ownership from February 16, 2002 forward.

At the Pajingo mine in north Queensland, gold sales for 2003 increased 11% from 296,400 equity ounces in 2002 to 330,300 equity ounces in 2003. Total cash costs per equity ounce increased to \$129 in 2003 from \$95 per equity ounce in 2002. Gold sales for 2003 increased compared to 2002 primarily due to a 13% increase in ore grade and a 7% increase in mill throughput. Total cash costs per equity ounce at Pajingo increased by \$34 during 2003 compared to 2002 primarily due to the appreciation of the Australian dollar compared to the U.S. dollar (see Foreign Currency Exchange Rates below), increased development activity and increased overhead charges. In addition, production and total cash costs at Pajingo were adversely affected in the first quarter of 2003 by a shortfall of high-grade ore due to a delay in the development schedule of the Jandam and Vera South Deeps areas, resulting in supplemental production from lower-grade ore stockpiles. Pajingo's gold sales for 2002 increased 135% and total cash costs per ounce decreased 10%, compared to 126,000 equity ounces at total cash costs of \$105 per ounce in 2001. The increase in ounces sold in 2002 is primarily from Newmont's interest in the operation increasing to 100% from 50% in prior years due to the acquisition of Normandy. Sales also increased as a result of higher production due to higher-grade ore in 2002. Total cash costs per ounce declined in 2002 reflecting the benefit of a full year of owner mining. Gold sales in 2004 are projected to total approximately 275,000 ounces. Based on current mine plans, gold sales at Pajingo are expected to gradually decline each year to approximately 240,000 ounces, 155,000 ounces and 70,000 ounces in 2005, 2006 and 2007, respectively, as the project approaches the end of its life.

At the 50%-owned Kalgoorlie operations in Western Australia, gold sales in 2003 were 25% higher at 404,700 equity ounces, compared to 324,700 equity ounces in 2002. Total cash costs per equity ounce were \$263 in 2003, compared to \$215 per equity ounce in 2002. Gold sales for 2003 increased by 80,000 equity ounces primarily due to a 15% increase in mill throughput and an 18% increase in mill ore grade, as well as having a full year of production compared to a ten and one-half month period in 2002. For 2003, total cash costs per equity ounce increased by \$48 primarily due to the appreciation of the Australian dollar compared to the U.S. dollar (see Foreign Currency Exchange Rates, below), higher amortization of deferred stripping and the increase in mining activity at Mt. Charlotte, an underground mine just north of the Super Pit, partially offset by increased gold

## **Table of Contents**

ounces sold. Total cash costs per equity ounce for 2002 were higher-than-anticipated due to continued economic, but higher cost mining at Mt. Charlotte and higher milling costs resulting from the treatment of lower grade material. For 2004, gold sales at Kalgoorlie are expected to total 430,000 equity ounces. Equity gold sales are expected to remain steady at approximately 400,000 ounces for the next five years. In 2003, the joint venture owners completed an evaluation of operating initiatives to improve Kalgoorlie's cost structure. Benefits from implementing this program are expected to gradually reduce costs over the longer term.

At the Yandal operations, which consist of the Bronzewing, Jundee and Wiluna mines in Western Australia, gold sales for 2003 decreased 7% from 611,100 ounces in 2002 to 565,600 ounces in 2003. Total cash costs were \$273 per ounce in 2003, compared to \$215 per ounce in 2002. The decrease in gold ounces sold during 2003 compared to 2002 resulted primarily from a 7% decrease in mill ore grade driven by lower grades at all three sites, partially offset by a 6% increase in mill throughput from a full year of production in 2003. Total cash costs per ounce increased \$58 per ounce for 2003 compared to 2002 primarily due to higher operating costs related to increased underground activities at Jundee and Wiluna and the appreciation of the Australian dollar compared to the U.S. dollar (see Foreign Currency Exchange Rates, below). Bronzewing sold fewer ounces than expected in 2002 due to a 14% lower-than-expected mill feed grade, lower-than-planned tons milled and a shortfall in underground ore production. Bronzewing total cash costs per ounce were higher-than-planned in 2002 due primarily to higher mining costs and the one-time cost of transitioning to owner mining during the period. Gold sales at the Jundee property were less than anticipated in 2002 due to mining in lower-grade underground stopes in the third quarter and increased quantities of lower-grade regional ore processed throughout the year. Total cash costs per ounce in 2002 at Jundee were consistent with the Company's expectations, with the effects of lower production being offset by lower operating costs due to lower mining volumes and underground development achieved by the new mining contractor. Newmont sold Wiluna in December 2003 (see additional information in Investing Activities). Based on current mine plans, mining at Bronzewing is expected to end during the first quarter of 2004, and ongoing sales from Jundee for 2004 through 2008 are expected to vary between 250,000 and 340,000 ounces per year. Total Yandal gold sales in 2004 are expected to be approximately 350,000 ounces.

Newmont Yandal Operations Pty Ltd ( NYOL ), the Newmont subsidiary that owns the Yandal operations, had a substantial outstanding derivatives position at December 31, 2002, which was extinguished during 2003 (see Financing Activities, below).

Newmont controls a significant land position through its control of Newmont NFM and Otter Gold Mines Limited ( Otter ) in the highly prospective Tanami gold district. In April 2003, the Company increased its interest in Newmont NFM to 100% from approximately 85.9% through the acquisition of the minority shareholder interests (see Acquisitions Newmont NFM Limited Scheme of Arrangement, above). For 2003, the Tanami operations sold 588,600 equity ounces of gold, compared to 452,400 equity ounces in 2002. Total cash costs per equity ounce were \$240 in 2003, compared to \$205 per equity ounce in 2002. Gold sales increased by 136,200 equity ounces for 2003 compared to 2002 primarily due to the increase in ownership and a 19% increase in mill throughput. Total cash costs per equity ounce for 2003 increased compared to 2002 primarily due to the appreciation of the Australian dollar compared to the U.S. dollar (see Foreign Currency Exchange Rates below), higher royalties due to higher gold prices, increases in milling costs and higher overhead charges. Equity gold sales at Tanami were higher than expected in 2002 reflecting higher-than-expected grades and recoveries, partially offset by lower mill throughput. Total cash costs per equity ounce were higher than expected in 2002 due to additional milling and maintenance costs resulting from abrasive ore from the Groundrush mine, partially offset by the impacts of higher production. Tanami is expected to increase sales to approximately 660,000 equity ounces in 2004, reflecting higher-grade stopes at The Granites and improved recoveries and higher ore grades at Groundrush. Total cash costs per ounce are expected to rise in 2004 due to deeper mining and additional crushing costs at Groundrush, partially offset by the impact of higher production at The Granites. Based on current mine plans, gold sales from the Tanami operations are expected to decline by approximately 100,000 to 150,000 ounces beginning in 2005 and decline gradually until 2008 due to the end of production at Groundrush.

## **Table of Contents**

### ***Other Mining Operations***

Information related to Martha, Ovacik, and Golden Grove for 2003 reflects an entire year of activity. Information related to TVX Newmont Americas and Echo Bay for 2003 reflects activity only from January 1, 2003 to January 31, 2003, when the investments were sold and exchanged as part of the Kinross transaction (see Other Investing Activities). Information for 2002 related to Martha, Ovacik, Golden Grove and TVX Newmont Americas, which were acquired as a result of the Normandy acquisition on February 15, 2002, reflects activity from February 16, 2002 through December 31, 2002. Information related to Echo Bay for 2002 reflects activity from April 3, 2002 (the date Newmont's investment was converted from capital debt securities to common shares of Echo Bay) through December 31, 2002. Information for all other properties in 2002 reflects activity from January 1, 2002 through December 31, 2002.

**Gold Operations.** The Zarafshan-Newmont Joint Venture, in the Central Asian Republic of Uzbekistan, is a 50/50 joint venture between Newmont and two Uzbekistan government entities, the State Committee for Geology and Mineral Resources (the State Committee) and Navoi Mining and Metallurgical Combinat (Navoi). Gold sales in 2003 totaled 218,100 equity ounces compared to 255,800 equity ounces in 2002. Total cash costs per equity ounce were \$147 in 2003 compared to \$134 per equity ounce in 2002. For 2003, gold sales decreased by 37,700 equity ounces compared with 2002 as a result of a 19% decrease in ore grade processed partially offset by a 3% increase in ore placed on the leach pads. The lower ore grade is expected to continue during 2004. The increase in total cash costs per equity ounce during 2003, compared to 2002, is primarily a result of the decrease in gold ounces sold. Gold sales in 2002 increased 15% compared to 222,000 equity ounces in 2001. Gold sales increased in 2002 due to higher-grade ore placed on the leach pads. Total cash costs in 2002 were consistent with the \$136 per equity ounce in 2001. Zarafshan-Newmont is expected to sell approximately 180,000 equity ounces in 2004. Based on current mine plans, Newmont's share of gold sales at Zarafshan-Newmont is expected to vary between 150,000 and 165,000 equity ounces per year during the four years after 2004. Declining future sales compared to 2004 are expected primarily due to lower-grade ore expected to be placed on the leach pads during those periods.

Zarafshan-Newmont produces gold by crushing and leaching ore from existing stockpiles of low grade oxide material from the nearby government-owned Murantau mine located in the Kyzylkum Desert. The State Committee and Navoi furnish ore to Zarafshan Newmont under an ore supply agreement. Under the agreement, the State Committee and Navoi are obligated to deliver 242.5 million tons of ore to Zarafshan-Newmont from various areas of the stockpiles designated into four different Zones under the agreement. As of December 31, 2003, approximately 124.3 million tons of ore have been delivered, leaving a balance of 118.2 million tons to be delivered (8.9 million tons from Zone 3 and 109.3 million tons from Zone 4). Initially, ore from all Zones was to be delivered regardless of the gold price and the price of the ore was dependent on the grade of ore delivered. In May 2003, the parties amended the grade and pricing structure of the ore supply agreement with respect to ore to be delivered from Zone 4. Under the May 2003 amendment the parties have agreed to a mine plan designed to achieve an average grade of at least 0.036 ounce of gold per ton for ore from Zone 4. The amount paid for this ore is dependent on the average grade of ore and the average gold price during the period in which the ore is processed. In the event the State Committee and Navoi supply ore from Zone 4 having an average grade less than 0.036 ounce per ton in a given month and the average gold price during such month is less than \$320 per ounce, the price of such ore will be discounted. At certain combinations of low ore grade and at gold prices less than \$320 per ounce, the computed price may result in a credit to Zarafshan-Newmont, which will be offset against free cash distributions or future ore purchase payments due to the State Committee and Navoi.

At Minahasa, in Indonesia, Newmont has an 80% interest but is attributed a greater percentage of the gold production until it recoups the bulk of its investment including interest. Prior to November 2001, Newmont was attributed 100% of Minahasa's gold production and subsequently 94%, as Newmont recouped some of its investment through the collection of funds in accordance with existing loan agreements. Minahasa's gold sales decreased 37% from 147,200 equity ounces in 2002 to 92,200 equity ounces in 2003. Total cash costs per equity ounce increased during 2003 to \$249 from \$218 during 2002. The decrease of 55,000 equity ounces during 2003

## **Table of Contents**

compared to 2002 resulted primarily from a 27% decrease in mill ore grade and a 3% decrease in mill throughput. Total cash costs per equity ounce for 2003 increased by \$31 per equity ounce primarily due to the increased use of consumables, higher diesel fuel prices and a higher level of contracted services, partially offset by lower administrative expenses. Equity gold ounces sold decreased 57% in 2002, compared to 341,500 equity ounces in 2001. Total cash costs per equity ounce increased 54% in 2002, compared to \$142 per equity ounce in 2001. Production declined and costs increased in 2002 primarily due to processing lower-grade ore. Mining activities ceased late in 2001; however, it is expected that processing of the remaining stockpiles will continue until April 2004. Sales in 2004 are expected to be approximately 50,000 equity ounces.

Gold sales at the Martha mine in New Zealand (acquired as part of the Normandy acquisition) were 108,900 equity ounces in 2003, a 1% increase from gold sales in 2002 of 107,800 equity ounces. Total cash costs per equity ounce increased to \$199 in 2003 from \$156 in 2002. Gold sales in 2003 increased by only 1,100 equity ounces compared to the 2002, despite the fact that 2002 included only ten and one-half months of production. This is attributable to a 13% decline in mill ore grade in 2003, partially offset by an 18% increase in mill throughput. The increase in total cash costs per equity ounce of \$43 in 2003 compared to 2002 resulted primarily from appreciation of the New Zealand dollar compared to the U.S. dollar (see Foreign Currency Exchange Rates, below), increased milling costs from higher electricity rates, higher consumption of grinding media, an earlier than planned SAG mill liner replacement and higher cyanide and lime consumption. Through separate transactions in 2003, Newmont has acquired the minority interests of both Newmont NFM and Otter Mines, giving it 100% ownership in Martha (see Investing Activities, below). Martha is expected to sell approximately 120,000 equity ounces of gold in 2004. Gold sales are expected to remain steady until 2008, when sales are projected to decline to approximately 86,000 equity ounces.

The wholly-owned Ovacik mine near the Aegean Sea in western Turkey (acquired as part of the Normandy acquisition on February 15, 2002) sold 168,200 ounces of gold during 2003, a 34% increase from 2002 sales of 125,700 ounces. Total cash costs per ounce increased from \$122 per ounce in 2002 to \$129 in 2003. The increase in gold sales of 42,500 ounces in 2003 compared to 2002 was primarily attributable to a 48% increase in mill throughput resulting from a revised mine plan that incorporates an open pit extension and increased mill efficiencies, partially offset by decrease in mill ore grade of 6%. Total cash costs per ounce increased by \$7 in 2003 compared to 2002 as the positive impact of increased gold sales was offset by higher processing costs and higher administration costs. Newmont expects Ovacik to sell approximately 150,000 ounces of gold in 2004. Based on current mine plans, and subject to the discussion below, gold sales at Ovacik are expected to decline to approximately 85,000 ounces in 2005 and remain steady through 2008 as the operation approaches the end of its mine life.

The Ovacik mine in Turkey has a long history of legal challenges to the operation of the mine and, in particular, to its use of cyanide in gold production including challenges in the Turkish courts and a separate, but related action in the European Court of Human Rights. For additional information, see Note 27 to the Consolidated Financial Statements. As a result of these legal challenges, the Turkish courts or the European Court of Human Rights could grant relief that could lead to the closure of the mine or the interruption of mining activities. Any such closure or interruption would adversely impact the operations of the Ovacik mine, and could result in the impairment of the carrying value of the assets associated with the Ovacik mine. The total assets and proven and probable reserves of the Ovacik mine at December 31, 2003 were approximately \$71.5 million and 170,000 ounces, respectively, and the total revenue generated by the Ovacik mine during 2003 was approximately \$61 million. Newmont is currently evaluating the mine plan at Ovacik relative to certain uncertainties that exist at the operation, including land access and the operating costs of underground operations.

In addition, effective January 2, 2004, the Turkish government enacted several legislative amendments that could impact Ovacik's right to receive future refunds of value-added tax ( VAT ) assessed on production materials. The impact of these legislative amendments could decrease the projected economic return from the operation both through increased operating and capital costs and reduced reserves. Efforts are underway to assess the impact of these amendments on Ovacik's operations, and to clarify or modify the amendments. Depending on

## **Table of Contents**

how these uncertainties are resolved, it is reasonably possible that the Company could recognize a charge for impairment of some or all of the long-lived assets at Ovacik in the first quarter of 2004. The carrying value of Ovacik's long-lived assets at December 31, 2003 was approximately \$52.1 million.

Franco-Nevada purchased capital securities of Echo Bay with face value of \$72.4 million in June 2001. In January 2002, \$4.6 million of these capital securities were sold. Newmont acquired Franco-Nevada's remaining holdings of Echo Bay's capital securities in connection with its acquisition of Franco-Nevada in February 2002. Subsequent to this acquisition, an agreement was reached to exchange the capital securities for common stock of Echo Bay, which occurred on April 3, 2002 and resulted in Newmont Mining Corporation of Canada Limited (a wholly-owned subsidiary of Newmont) owning 48.8% of Echo Bay. From April 3, 2002, Newmont accounted for its investment in Echo Bay under the equity method. On January 31, 2003, Kinross Gold Corporation, Echo Bay Mines Ltd. and TVX Gold Inc. were combined. Under the terms of the combination, Newmont received a 13.8% interest in the restructured Kinross in exchange for its then 45.67% interest in Echo Bay. Newmont recorded a gain of approximately \$84.3 million on the exchange of its Echo Bay interests. During 2002, Newmont's share of Echo Bay gold sales was 185,200 equity ounces, and its share of Echo Bay gold sales was 21,200 equity ounces in 2003.

TVX Newmont Americas was 49.9%-owned by Newmont and 50.1%-owned by TVX Gold Inc. and was treated as an equity investment for reporting purposes in 2002. The principal assets of TVX Newmont Americas were interests in operating gold mines in South America (Paracatu, Crixas and La Coipa) and Canada (Musselwhite and New Britannia). Newmont's share of TVX Newmont America's 2002 gold sales was 183,500 equity ounces. On January 31, 2003, Newmont sold its 49.9% interest in TVX Newmont Americas to TVX Gold Inc. for \$180 million. Newmont's share of TVX Newmont America's 2003 gold sales was 14,500 equity ounces.

*Base Metal Operations.* At the Batu Hijau mine in Indonesia, copper sales totaled 343.4 million equity pounds (pounds attributable to Newmont's economic interest) in 2003, compared to 362.3 million and 360.0 million equity pounds in 2002 and 2001, respectively. Total cash costs were \$0.23, \$0.31 and \$0.37 per equity pound, after gold and silver by-product credits, in 2003, 2002 and 2001, respectively.

During 2003, Newmont had a 56.25% economic interest (a 45% ownership interest) in the Batu Hijau mine (see Note 10 to the Consolidated Financial Statements).

Equity copper sales declined by 18.9 million pounds in 2003 compared to 2002 primarily reflecting a 4% decrease in dry tons processed. Total cash costs improved in 2003 as compared to 2002 primarily due to higher gold by-product credits, reflecting higher gold prices, and lower smelting and refining charges. Net total cash costs declined in 2002 compared to 2001 due to operational improvements and the addition of a pebble crushing circuit for improved process efficiency. The improvement in 2002 total cash costs per equity pound was also partially attributable to higher gold prices during the year, which resulted in higher by-product credits. Gold sales, accounted for as by-product credits, totaled 328,900, 278,000 and 295,100 equity ounces for 2003, 2002 and 2001, respectively. The Company's equity income from Batu Hijau includes gold and silver revenues that are credited against *Costs applicable to sales* as by-product credits in the determination of Batu Hijau's net income for each period presented in *Equity income of Affiliates* in the *Statements of Consolidated Operations and Comprehensive Income (Loss)*. These by-product credits represented 51%, 44% and 42% of revenues and reduced production costs by 76%, 58% and 48% for 2003, 2002 and 2001, respectively. Such by-product credits are expected to continue through the end of production in 2030. These by-product credits are expected to vary from time to time and are significant to the economics of the Batu Hijau operation. Gold by-product credits have a significant impact on the profitability of the Batu Hijau operations. Sales in 2004 are expected to total approximately 360 million to 400 million equity pounds of copper and 360,000 equity ounces of gold.

The wholly-owned Golden Grove copper/zinc operation in Western Australia (acquired as part of the Normandy acquisition) sold 74.3 million pounds of copper and 104.7 million pounds of zinc in 2003 at total cash costs of \$0.59 and \$0.19 per pound, respectively. For 2002, Golden Grove sold 44.8 million pounds of copper and



## **Table of Contents**

111.2 million pounds of zinc at total cash costs of \$0.57 and \$0.24 per pound, respectively. Lead, silver and gold by-product credits at Golden Grove totaled \$15.5 million and \$16.0 million during 2003 and 2002, respectively. As Golden Grove has a poly-metallic ore body, such by-product credits are expected to continue in the future and to vary from period-to-period based on the portions of the ore body being extracted at the time.

### ***Merchant Banking***

Newmont's Merchant Banking Segment is composed of an Equity Portfolio sub-segment, focused on managing the Company's portfolio of equity securities, a Royalty Portfolio Sub-Segment, a Portfolio Management sub-segment, providing in-house investment banking and advisory services to the Company and a Downstream Gold Refining sub-segment. The Merchant Banking Segment did not exist prior to the acquisitions of Normandy and Franco-Nevada in February 2002.

The Merchant Banking Segment recognized *Gain on investment, net* of \$83.2 million in 2003 and \$47.1 million in 2002 related primarily to a number of individually significant transactions described herein. On January 31, 2003, Kinross Gold Corporation (Kinross), Echo Bay Mines Ltd. (Echo Bay) and TVX Gold Inc. (TVX Gold) were combined, and TVX Gold acquired Newmont's 49.9% interest in the TVX Newmont Americas joint venture. Under the terms of the combination and acquisition and through the efforts of the Merchant Banking Segment, Newmont received a 13.8% interest in the restructured Kinross in exchange for its then 45.67% interest in Echo Bay and \$180 million for its interest in TVX Newmont Americas. Newmont recognized a pre-tax gain of \$84.3 million on the transaction in *Gain on investments, net* in the *Statement of Consolidated Operations*. During the third quarter of 2003, Newmont sold a portion of its Kinross shares for total cash proceeds of \$224.6 million and recorded a pre-tax loss on sale of \$7.4 million. At December 31, 2003, Newmont classified its remaining investment in Kinross as a short-term, available-for-sale marketable security, and the fair value of the investment was \$115.3 million. During the year ended December 31, 2003, a loss of \$6.1 million, net of tax, was recorded in *Other comprehensive income, net of tax* for the change in market value of the Kinross investment. The Company does not believe this loss to be other-than-temporary. The Merchant Banking Segment sold its 9.74% equity holding in marketable securities of Lihir Gold during the second quarter of 2002 through a block trade to Macquarie Equity Capital Markets Limited in Australia for approximately \$84 million, resulting in the recognition of a pre-tax gain of approximately \$47.3 million.

Newmont's Merchant Banking Segment holds royalty interests, which were acquired as a result of the Franco-Nevada acquisition. Royalty interests are generally in the form of a net smelter return (NSR) royalty that provides for the payment either in cash or in-kind physical metal of a specified percentage of production, less certain specified transportation and refining costs. In some cases, Newmont owns a net profit interest (NPI) entitling Newmont to a specified percentage of the net profits, as defined in each case, from a particular mining operation. The majority of NSR royalty revenue and NPI revenue can be received in kind at the option of Newmont. The Merchant Banking Segment earned \$56.3 million of royalty revenue in 2003, compared to \$35.7 million in 2002. The increase in 2003 is primarily attributable to higher gold and oil and gas prices.

The Merchant Banking Segment provides advisory services to Newmont to assist it in managing its portfolio of operating and property interests. In 2003 and 2002, Merchant Banking advised Newmont on a variety of transactions including the process of extinguishing the majority of the bond and derivative liabilities of NYOL during the second and third quarters of 2003 (see Financing Activities). These transactions gave rise to a *Gain on extinguishment of NYOL bonds, net* of \$114.0 million and a *Gain on extinguishment of NYOL derivative liability, net* of \$106.5 million, both net of transaction costs, for the year ended December 31, 2003. Total cash payments to extinguish the NYOL bonds and the NYOL derivatives liabilities (including costs) were \$98.5 million and \$103.6 million, respectively, during the year ended December 31, 2003.

The Merchant Banking Segment also manages Newmont's investments in downstream gold refining and distribution businesses. Newmont acquired an interest (currently 40%) in the AGR Matthey Joint Venture (AGR) in Australia as part of the acquisition of Normandy in February 2002. In December 2003, Newmont





## **Table of Contents**

also acquired a 50% interest in European Gold Refineries ( EGR ) which owns 100% of a Swiss gold refinery and 66.5% of the second largest distribution and financier of gold products for the Italian market. The Merchant Banking Segment earned \$0.7 million and \$1.3 million in *Equity income of affiliates* through its investment in AGR in 2003 and 2002, respectively.

### ***Exploration***

Exploration, research and development expenditures were \$115.2 million, \$88.9 million and \$55.5 million for the years ended December 31, 2003, 2002 and 2001, respectively. Of these amounts, \$81.5 million, \$71.3 million and \$44.0 million related to exploration activities managed by the Exploration Segment for the years ended December 31, 2003, 2002 and 2001, respectively, with the balance relating primarily to research and advanced project development activities not managed by Newmont's Exploration Segment. The Exploration Segment is responsible for all activities, regardless of location, associated with the Company's efforts to discover new mineralized material that will advance into proven and probable reserves. Internally generated proven and probable reserve additions are attributed to the Exploration Segment to the extent that such additions are derived from (i) a discovery made by the Company or Normandy; or (ii) a discovery made on previously acquired properties (whether acquired by the Company or by Normandy) prior to their acquisition by the Company or Normandy as a result of exploration efforts conducted subsequent to the acquisition date.

Exploration expenditures in 2003 reflect higher funding of exploration activities by Newmont in response to higher prevailing gold prices. During 2003, Newmont replaced approximately 12.9 million gold ounces of depletion and divestitures with 17.3 million ounces of additions to proven and probable reserves, of which 87% were attributable to the Exploration Segment. Exploration activities during 2003 primarily focused on oxide and sulfide targets, including the Antonio and Corimayo deposits at Yanacocha, the Gold Quarry, Twin Creeks, Lone Tree and Carlin North Area deposits in Nevada and various deposits at the Company's Australian operations. The Exploration Segment also focused its activities on Newmont's two projects in Ghana, nearly doubling Newmont's prior year's reserves to 7.6 million ounces at Ahafo and 4.3 million equity ounces at Akyem as of December 31, 2003. The 2002 increase in exploration expenditures from 2001 was a result of the integration of the Normandy and Franco-Nevada exploration programs and from the increase in available capital to fund exploration activities at or around existing operations. Newmont anticipates it will spend between approximately \$100 million and \$110 million on exploration activities in 2004 and has established the replacement of depletion with additions to proven and probable reserves as the Exploration Segment's objective for the year.

### ***Foreign Currency Exchange Rates***

In addition to its domestic operations in the United States, Newmont has operations in Australia, New Zealand, Peru, Indonesia, Canada, Uzbekistan, Bolivia, Turkey and other foreign locations. The Company's foreign operations sell their gold production based on an U.S. dollar gold price.

Fluctuations in the local currency exchange rates in relation to the U.S. dollar can increase or decrease profit margins and total cash costs per ounce to the extent costs are paid in local currency at foreign operations. Such fluctuations have not had a material impact on the Company's revenue since gold is sold throughout the world principally in U.S. dollars. Approximately 45%, 46% and 23%, of Newmont's total cash costs were paid in local currencies in 2003, 2002 and 2001, respectively. The Company's total cash costs are most significantly impacted by variations in the Australian dollar/U.S. dollar exchange rate. However, variations in the Australian dollar/U.S. dollar exchange rate historically have been strongly correlated to variations in the U.S. dollar gold price over the long-term. Increases or decreases in costs at Australian locations due to exchange rate changes have therefore tended to be mitigated by changes in sales reported in U.S. dollars at Australian locations in the Company's Consolidated Financial Statements. No assurance, however, can be given that the Australian dollar/U.S. dollar exchange rate will continue to be strongly correlated to the U.S. dollar gold price in the future.



**Table of Contents**

The following chart demonstrates the impacts on total cash costs and total cash costs per ounce of variations in the local currency exchange rates in relation to the U.S. dollar at Newmont's foreign operations during each of years in the three-year period ended December 31, 2003.

Year ended December 31, 2003:

<u>Operation</u>	<u>Percentage change in average local currency exchange rate; appreciation (devaluation)</u>	<u>Increase (decrease) to total cash costs in U.S. dollars (000)</u>	<u>Increase (decrease) to total cash costs per ounce in U.S. dollars</u>
North America:			
La Herradura	(12)%	\$ (464)	\$ (7)
Golden Giant	11%	\$ 5,500	\$ 24
Holloway	11%	\$ 2,148	\$ 33
South America:			
Yanacocha	1%	\$ 472	\$
Kori Kollo	(8)%	\$ (1,103)	\$ (7)
Australia:			
Pajingo	17%	\$ 7,093	\$ 21
Kalgoorlie	17%	\$ 20,121	\$ 50
Yandal	17%	\$ 25,587	\$ 45
Tanami	17%	\$ 23,387	\$ 39
Other International:			
Zarafshan-Newmont Joint Venture	(26)%	\$ (1,166)	\$ (5)
Minahasa	8%	\$ 1,015	\$ 11
Martha	17%	\$ 5,659	\$ 51
Ovacik	5%	\$ 881	\$ 5

Year ended December 31, 2002:

<u>Operation</u>	<u>Percentage change in average local currency exchange rate; appreciation (devaluation)</u>	<u>Increase (decrease) to total cash costs in U.S. dollars (000)</u>	<u>Increase (decrease) to total cash costs per ounce in U.S. dollars</u>
North America:			
La Herradura	(4)%	\$ (57)	\$ (1)
Golden Giant	(1)%	\$ (712)	\$ (3)
Holloway	(1)%	\$ (237)	\$ (2)
South America:			
Yanacocha	%	\$ (84)	\$
Kori Kollo	(8)%	\$ (538)	\$ (2)
Australia <sup>(1)</sup> :			
Pajingo	5%	\$ 1,122	\$ 8
Kalgoorlie	5%	\$ 3,398	\$ 10
Yandal	5%	\$ 5,200	\$ 9

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Tanami	5%	\$	4,249	\$	8
Other International:					
Zarafshan-Newmont Joint Venture	(71)%	\$	(2,719)	\$	(11)
Minahasa	6%	\$	278	\$	2
Martha <sup>(1)</sup>	5%	\$	881	\$	8
Ovacik <sup>(1)</sup>	(24)%	\$	(3,602)	\$	(29)

<sup>(1)</sup> Includes impact from February 15, 2002, the date of the acquisition of Normandy, through December 31, 2002.

# Table of Contents

Year ended December 31, 2001:

Operation	Percentage change in average local currency exchange rate; appreciation (devaluation)	Increase (decrease) to total cash costs in U.S. dollars (000)	Increase (decrease) to total cash costs per ounce in U.S. dollars
North America:			
La Herradura	1%	\$ 19	\$
Golden Giant	(4)%	\$ (2,079)	\$ (7)
Holloway	(4)%	\$ (765)	\$ (9)
South America:			
Yanacocha	(1)%	\$ (179)	\$
Kori Kollo	(8)%	\$ (610)	\$ (2)
Other International:			
Zarafshan-Newmont Joint Venture	(28)%	\$ (544)	\$ (2)
Minahasa	(23)%	\$ (1,049)	\$ (3)

The following chart demonstrates the estimated sensitivity of projected total cash costs and cash costs per ounce to variations of the local currency exchange rates in relation to the U.S. dollar in 2004 assuming a 5% appreciation or devaluation of the local currency in relation to the U.S. dollar and assuming that foreign currency denominated cash costs remain the same as 2003 as a percentage of total cash costs at each site:

Operation	Foreign Currency	+/- change in total cash costs per ounce in U.S. dollars	+/- change in total cash costs per ounce in U.S. dollars
North America:			
La Herradura	Mexican Pesos	\$ 223	\$ 3
Golden Giant	Canadian Dollars	\$ 2,277	\$ 15
Holloway	Canadian Dollars	\$ 1,201	\$ 13
South America:			
Yanacocha	Nuevos Soles	\$ 1,926	\$ 1
Kori Kollo	Bolivinos	\$ 62	\$ 3
Australia:			
Pajingo	Australian Dollars	\$ 2,018	\$ 7
Kalgoorlie	Australian Dollars	\$ 6,190	\$ 15
Yandal	Australian Dollars	\$ 4,657	\$ 13
Tanami	Australian Dollars	\$ 6,875	\$ 10
Other International:			
Zarafshan-Newmont Joint Venture	Uzbek Soums	\$ 230	\$ 1
Minahasa	Indonesian Rupiahs	\$ 319	\$ 7
Martha	New Zealand Dollars	\$ 1,698	\$ 13
Ovacik	Turkish Liras	\$ 1,174	\$ 7



**Table of Contents**

In addition, the Company's total cash costs at Golden Grove varied due to changes in the local currency exchange rates in relation to the U.S. dollar as follows for each of the two years ended December 31, 2003:

<b>Year</b>	<b>Foreign Currency</b>	<b>Percentage change in average local currency exchange rate; appreciation (devaluation)</b>	<b>Increase to total cash costs in U.S. dollars (000)</b>
2003	Australian Dollars	17%	\$ 9,051
2002	Australian Dollars	5%	\$ 2,851

The Company estimates that a 5% appreciation (devaluation) of the local currency exchange rate in relation to the U.S. dollar at Golden Grove would decrease (increase) the Company's projected total cash costs by approximately \$3.4 million in 2004.

In addition, the Company's *Equity income of affiliates* during this three-year period varied due to increases or decreases in costs from changes in the local currency exchange rates in relation to the U.S. dollar at the Batu Hijau copper mine in Indonesia as follows for each of the three years ended December 31, 2003:

<b>Year</b>	<b>Foreign Currency</b>	<b>Percentage change in average local currency exchange rate; appreciation (devaluation)</b>	<b>Additional income included in equity income (loss) in affiliates, net (000)</b>
2003	Indonesian Rupiah	8%	\$ (2,974)
2002	Indonesian Rupiah	6%	\$ (1,750)
2001	Indonesian Rupiah	(23)%	\$ 5,146

The Company estimates that a 5% appreciation or devaluation, respectively, of the local currency exchange rate in relation to the U.S. dollar at Batu Hijau would decrease or increase, respectively, the Company's projected *Equity income of affiliates* by approximately \$2.0 million in 2004.

The Company does not believe that foreign currency exchange rates in relation to the U.S. dollar have had a material impact on its determination of proven and probable reserves in the past. However, in the event that a sustained weakening of the U.S. dollar in relation to the Australian dollar, and/or to other foreign currencies that impact the Company's cost structure, were not mitigated by offsetting increases in the U.S. dollar gold price or by other factors, the Company believes that the amount of proven and probable reserves in the applicable foreign country could be reduced as certain proven and probable reserves may no longer be economic. The extent of any such reduction would be dependent on a variety of factors including the length of time of any such weakening of the U.S. dollar, and management's long-term view of the applicable exchange rate. Future reductions of proven and probable reserves would primarily result in reduced gold sales and increased depreciation, depletion and amortization calculated using the units-of-production method and, depending on the level of reduction, could also result in impairments of property, plant and mine development, mineral interests and other intangible assets and/or goodwill.



## Recent Accounting Pronouncements

In January 2003, the FASB issued FASB Interpretation No. 46 ( FIN 46 ), Consolidation of Variable Interest Entities, which provides guidance on the identification and reporting for entities over which control is achieved through means other than voting rights. FIN 46 defines such entities as variable interest entities ( VIEs ). A FASB Staff Position issued in October 2003 deferred the effective date of FIN 46 to the first interim

## **Table of Contents**

or annual period ending after December 15, 2003 for entities created before February 1, 2003, if certain criteria are met. Subsequently, during December 2003, the FASB issued FIN 46R which replaces the original interpretation. Application of this revised interpretation is required in financial statements for companies that have interests in VIEs or potential VIEs commonly referred to as special-purpose entities for periods ending after December 15, 2003. Application for other types of entities is required in financial statements for periods ending after March 15, 2004.

As of December 31, 2003, Newmont had an interest in an entity considered to be a special-purpose entity, QMC Finance Pty Ltd ( QMC ). Newmont has not consolidated QMC, however, as Newmont is not the primary beneficiary of QMC as defined by FIN 46R. For a complete discussion regarding Newmont's interest in and activities with QMC, see Note 10 to the Consolidated Financial Statements.

Newmont is currently evaluating the impact FIN 46R will have on its financial statements for any other VIE in which the Company has an interest that is not considered to be a special-purpose entity and that was created before December 31, 2003. Newmont has identified the Batu Hijau operation as a VIE because of certain capital structures and contractual relationships. Newmont has also determined that it is the primary beneficiary of the Batu Hijau operation. Therefore, Newmont expects to consolidate Batu Hijau effective January 1, 2004. For a complete discussion regarding Newmont's interest in and activities with Batu Hijau, see Note 10 to the Consolidated Financial Statements.

In April 2003, the FASB issued SFAS No. 149 Amendment of Statement 133 on Derivative Instruments and Hedging Activities to amend and clarify financial accounting and reporting for derivative instruments, including certain derivative instruments embedded in other contracts and for hedging activities. The changes in this statement improve financial reporting by requiring that contracts with comparable characteristics be accounted for similarly to achieve more consistent reporting of contracts as either derivative or hybrid instruments. SFAS 149 is effective for contracts entered into or modified after June 30, 2003. SFAS 149 did not have any impact on the Company's financial position or results of operations at December 31, 2003, or for the year then ended.

In May 2003, the FASB issued SFAS No. 150, Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity, providing guidance regarding classification of freestanding financial instruments as liabilities (or assets in some circumstances). SFAS 150 was originally effective for financial instruments entered into or modified after May 31, 2003, and otherwise at the beginning of the first interim period beginning after June 15, 2003, and was to be applied prospectively. However, on October 29, 2003, the FASB decided to defer the provisions of paragraphs nine and ten of SFAS 150 as they apply to mandatorily redeemable non-controlling interests. These provisions require that mandatorily redeemable minority interests within the scope of SFAS 150 be classified as a liability on the parent company's financial statements in certain situations, including when a finite-lived entity is consolidated. The deferral of those provisions is expected to remain in effect while these interests are addressed in either Phase II of the FASB's Liabilities and Equity Project or Phase II of the FASB's Business Combinations Project. The FASB also decided to (i) preclude any early adoption of the provisions of paragraphs nine and ten for these non-controlling interests during the deferral period; and (ii) require the restatement of any financial statements that have been issued where these provisions were applied to mandatorily redeemable non-controlling interests. SFAS 150 is not expected to have any impact on the Company's financial position or results of operations.

During December 2003, the FASB issued SFAS No. 132 (revised 2003) Employers' Disclosures about Pensions and Other Postretirement Benefits. This revised statement, which expands required disclosures, is effective for fiscal years ending after December 15, 2003 with the exception of estimated future benefit payments disclosure which is effective for fiscal years ending after June 15, 2004. Newmont adopted this statement as of December 31, 2003, and has included the appropriate disclosures in its financial statements at December 31, 2003. See Note 20 to the Consolidated Financial Statements.

**Table of Contents**

The Emerging Issues Task Force ( EITF ) formed a committee to evaluate certain mining industry accounting issues, including issues arising from the application of SFAS No. 141 and SFAS No. 142 to business combinations within the mining industry, accounting for goodwill and other intangibles and the capitalization of costs after the commencement of production, including deferred stripping. The issues to be discussed also include whether mineral interests conveyed by leases represent tangible or intangible assets and the amortization of such assets. The Company believes that its accounting for its mineral interests conveyed by leases is in accordance with generally accepted accounting principles. However, the Company cannot predict whether the deliberations of the EITF will ultimately modify or otherwise result in new accounting standards or interpretations thereof that differ from the Company's current practices.

**Liquidity and Capital Resources**

For 2003, *Net cash provided by operating activities* was \$538.4 million, compared to \$655.8 million and \$369.7 million for 2002 and 2001, respectively. *Net cash provided by operating activities* was significantly impacted by the following key factors:

	Years ended December 31,		
	2003	2002	2001
Equity gold sales (000 ounces)	7,383.6	7,631.7	5,466.1
Average price received per ounce of gold	\$ 366	\$ 313	\$ 271
Newmont weighted-average total cash costs per equity ounce	\$ 203	\$ 189	\$ 184
Exploration, research and development (in millions)	\$ 115.2	\$ 88.9	\$ 55.5
General and administrative expense	\$ 130.3	\$ 115.3	\$ 61.2
(Use) source of cash flow from changes in operating assets and liabilities (in millions)	\$ (231.9)	\$ 13.3	\$ 60.7

Cash flows from the change in operating assets and liabilities resulted in a use of cash in 2003 of \$231.9 million compared to sources of cash of \$13.3 million and \$60.7 million in 2002 and 2001, respectively. Cash used in 2003 for operating assets and liabilities primarily related to \$118.8 million used for early settlement of effective derivative instruments to substantially eliminate the Australian gold hedge books. Also, a temporary build up of inventories at year end reduced cash flow from operations by \$72.8 million. In addition, earnings of \$146.0 million were distributed to the minority partners of Yanacocha during 2003 compared to \$24.7 million and \$4.9 million in 2002 and 2001, respectively. Higher operating cash flows in 2002 compared to 2001 primarily reflect the impact of operating cash flows from the February 15, 2002 acquisition of Normandy and Franco-Nevada operations and the impact of an increased average realized gold price in 2002. Operating cash flows in 2001 were lower primarily due to the lower average realized gold price, partially offset by a reduction of inventory balances of \$35.5 million.

*Net cash (used in) provided by investing activities* was \$(197.1) million, \$112.1 million and \$(385.0) million in 2003, 2002 and 2001, respectively. Newmont's primary investing activity is *Additions to property, plant and mine development*, which were \$(504.5) million, \$(300.1) million and \$(390.0) million for 2003, 2002 and 2001, respectively. See *Additions to Property, plant and mine development* below for more information on capital expenditures. In 2003 and 2002, the Company engaged in significant acquisition and disposition activity related to the acquisitions of Normandy and Franco-Nevada and the subsequent disposition of investments acquired as part of those acquisitions. The year ended 2003 included \$180 million of proceeds from the sale of TVX Newmont Americas and \$232.2 million of proceeds from the sale of marketable securities of Kinross Gold Corporation and other investments, approximately \$39.3 million of cash payments received from Batu Hijau for intercompany transactions, partially offset by a \$56.2 million equity contribution to AMC. Additionally, during the year ended 2003, \$57.6 million was used for the early settlement of ineffective derivative instruments and \$11.2 million was used to acquire the Newmont NFM minority interests (see Investing Activities, below). Cash from investing activities in 2002 also included \$404.4 million of proceeds from the sales of short-term investments obtained as part of the acquisition of Franco-Nevada, \$84 million of proceeds from the sale of



**Table of Contents**

marketable securities of Lihir and \$50.8 million of proceeds from the settlement of cross currency swaps that were obtained as part of the Normandy acquisition, offset by \$90.3 million of net cash consideration for the acquisitions of Normandy and Franco-Nevada, \$24.8 million of cash advances to affiliated companies and \$21.1 million of cash outflows to settle ineffective derivative instruments. There were no significant investing cash flows other than capital expenditures in 2001.

*Net cash provided by (used in) financing activities* was \$546.7 million in 2003, compared to \$(530.1) million and \$85.1 million in 2002 and 2001, respectively. The increase in cash from financing activities in 2003 is primarily related to approximately \$1.0 billion in proceeds from the issuance of 25 million shares of the Company's common stock (see Note 17 of the Consolidated Financial Statements). Financing activities in 2003 also included \$1.2 billion of debt repayments, including early extinguishments (see Financing Activities, below), and \$70.8 million of cash outflows for dividend payments, offset by \$492.8 million of borrowings under the Company's credit facilities, which were repaid during the year, \$162.5 million of proceeds from the issuance of common stock on the exercise of Franco-Nevada Class B warrants and \$96.8 million of proceeds from the issuance of common stock related to stock compensation plans. Financing activities in 2002 included draw-downs on the Company's credit facilities of \$493.4 million to pay the cash portion of the purchase price of Normandy. Such draw-downs were repaid shortly after the acquisition with the proceeds from the sale of the Franco-Nevada short-term investments. Including the repayment of the credit facilities, the Company repaid approximately \$1.0 billion of debt in 2002. See Financing Activities, below. Dividend payments for 2002 totaled \$50.0 million, and the Company received approximately \$67.3 million of proceeds from the issuance of common stock primarily related to stock compensation plans. In 2001, Newmont received proceeds from long-term debt of \$1.0 billion and repaid \$951.6 million primarily related to settling the Company's credit facilities, paid \$31.0 million of dividends and benefited from the lifting of restrictions on \$40.0 million of cash.

Newmont's contractual obligations at December 31, 2003 are summarized as follows:

Contractual Obligations	Payments Due by Period				
	Total	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years
(unaudited, in millions)					
Long-term debt <sup>(1)</sup>	\$ 990.1	\$ 225.8	\$ 342.8	\$ 173.5	\$ 248.0
Capital lease obligations <sup>(1)</sup>	435.3	32.0	104.2	73.0	226.1
Remediation and reclamation obligations <sup>(2)</sup>	544.8	67.0	164.5	60.1	253.2
Other long-term liabilities <sup>(3)</sup>	165.4	37.8	54.7	48.0	24.9
Operating leases	45.7	15.3	23.8	3.5	3.1
Minimum royalty payments	177.6	27.4	82.9	35.0	32.3
Purchase obligations <sup>(4)</sup>	142.3	99.9	26.3	9.3	6.8
Other <sup>(5)</sup>	167.7	49.2	116.2	2.3	
<b>Total</b>	<b>\$ 2,668.9</b>	<b>\$ 554.4</b>	<b>\$ 915.4</b>	<b>\$ 404.7</b>	<b>\$ 794.4</b>

<sup>(1)</sup> Amounts represent principal and estimated interest payments assuming no early extinguishment.

<sup>(2)</sup> Mining operations are subject to extensive environmental regulations in the jurisdictions in which they operate. Pursuant to environmental regulations, the Company is required to close its operations and reclaim and remediate the lands that operations have disturbed. The estimated undiscounted cash outflows of these remediation and reclamation obligations are reflected here. For more information regarding remediation and reclamation liabilities, see Note 14 to the Consolidated Financial Statements.

<sup>(3)</sup> Contractual obligations for *Other long-term liabilities* include employee related liabilities such as severance and forecasted 2004 funding requirements for the pension plans. Pension plan funding beyond 2004 cannot be reasonably estimated given variable market conditions and actuarial assumptions. Payments related to derivative contracts cannot be reasonably estimated given variable market conditions. See Note 15 to the Consolidated Financial Statements.



## **Table of Contents**

- (4) Purchase obligations are not recorded in the Consolidated Financial Statements. Purchase obligations represent contractual obligations for purchase of power, materials and supplies, consumables, inventories and capital projects.
- (5) Other contractual obligations that are not reflected in the Company's Consolidated Financial Statements include labor and service contracts.

Scheduled minimum long-term third party debt repayments for the Batu Hijau, accounted for under the equity method, are \$86.7 million in each year from 2004 through 2008 and \$306.3 million thereafter.

### ***Off-Balance Sheet Arrangements***

The Company has the following off-balance sheet arrangements: operating leases as disclosed in the above table; the guarantee of the QMC debt (see Investing Activities, below); \$202.9 million of outstanding letters of credit, surety bonds and bank guarantees (see Note 27 to the Consolidated Financial Statements); and a guarantee of \$35.7 million of Pollution Control Revenue Bonds of BHP Copper Inc. (see Note 27 to the Consolidated Financial Statements). Newmont also provides a contingent support line of credit to PTNNT of which Newmont's pro-rata share is \$36.6 million (see Note 10 to the Consolidated Financial Statements). Newmont has identified the Batu Hijau operation as a VIE because of certain capital structures and contractual relationships. Newmont has determined that it is the primary beneficiary of the Batu Hijau operation. Therefore, Newmont expects to consolidate Batu Hijau effective January 1, 2004 (see Recent Accounting Pronouncements, above).

### ***Future Cash Flows***

The Company expects to use cash for capital expenditures (see Investing Activities, below), to fund the Exploration and Merchant Banking Segments (see Results of Operations, above) and to service debt. For information on the Company's long-term debt, capital lease obligations and operating leases, see Note 13 to the Consolidated Financial Statements. For information on NTP's long-term debt, see Note 10 to NTP's Consolidated Financial Statements. Newmont believes it will be able to fund all existing obligations from *Net cash provided by operating activities*. Subject to any significant adverse changes in the Company's long-term view of gold prices, the Company has both the ability and intention to fund from *Net cash provided by operating activities*, the exploration expenditures and Merchant Banking investments that were assumed in the valuations performed to allocate goodwill to the Exploration and Merchant Banking Segments as part of the purchase accounting for the acquisitions of Normandy and Franco-Nevada and to perform impairment testing of such goodwill at December 31, 2003 (see Critical Accounting Policies, above). The Company believes it will be able to raise capital as needed in the future as opportunities for expansion arise.

Newmont's cash flows are expected to be impacted by variations in the spot price of gold and other metals and by variations in foreign currency exchange rates in relation to the U.S. dollar, particularly with respect to the Australian dollar. For information concerning the sensitivity of the Company's cash costs to changes in foreign currency exchange rates, see Results of Operations, Foreign Currency Exchange Rates, above. Cash flows could also be impacted by the value of various marketable securities, specifically the Kinross shares. During the year ended December 31, 2003, a loss of \$6.2 million, net of tax, was recorded in *Other comprehensive income, net of tax* for the change in market value of the investment. As the value of the Kinross shares have historically been strongly correlated to the price of gold, the Company considers the unrealized loss to be temporary. The Company will continue to evaluate the need to recognize a loss for an other-than-temporary decline in the value of the investment.

Newmont's cash flows are also expected to be impacted by its gold derivative contracts. For gold ounces sold into gold forward sales contracts and other similar instruments (committed contracts), the Company realizes the contract price fixed in each contract. If the spot price at the time of the sale exceeds the related contract price, Newmont does not receive the excess of the spot price over the strike price relative to the ounces sold into that contract. If the spot price at the time of the sale is below the contract price, Newmont realizes an





## **Table of Contents**

above-market price on the ounces sold into that contract based on the contract price. Gold put option contracts and other similar instruments ( uncommitted contracts ) have the effect of establishing a floor price the Company will receive for gold ounces sold into each contract. If the spot price at the time of the sale exceeds the strike price of the contract, then Newmont realizes the spot price less any gold financing charges associated with such gold put option contracts. If the spot price at the time of the sale is less than the strike price, then Newmont realizes the strike price. Assuming the contracts remain outstanding in the future, committed contracts have the effect of locking in the price Newmont will realize on the sale of the ounces associated with each contract, and uncommitted contracts have the effect of establishing a minimum price Newmont will realize for the sale of the ounces associated with each contract.

Based on current gold prices and exchange rates, Newmont estimates that there will be no impact of its gold derivative contracts outstanding on the net cash proceeds from the sale of gold in 2004 compared to the proceeds the Company would have received if the relevant gold had been sold into the spot market. In 2004, 3% of estimated production is subject to uncommitted contracts with strike prices below current gold prices and there are no committed contracts remaining. In addition, no assurance can be given that the gold derivative contracts will remain outstanding in the future as Newmont may opportunistically close out certain contracts if favorable market conditions exist. Payments related to the ineffective portion of certain gold derivative contracts in the years 2004 and thereafter are not expected to exceed \$5.3 million. For more information on Newmont's gold derivative contracts, see item 7A, Quantitative and Qualitative Disclosures about Market Risk.

Based on Newmont's production profile for the next five years and proven and probable reserves at December 31, 2003, without considering future additions to such reserves, Newmont expects that total gold equity ounces sold in each of the next five years will not be less than 82% of expected gold ounce sales in 2004. The Company does not anticipate that reasonably expected variations in gold production alone will influence its ability to pay its debt and other obligations over that period. For information on the sensitivity of Newmont's *Net cash provided by operating activities* to metal prices, see Item 7A, Quantitative and Qualitative Disclosures about Market Risk.

**Table of Contents****Investing Activities***Additions to Property, Plant and Mine Development*

	Years ended December 31,		
	2003	2002	2001
	(in millions)		
Capital expenditures:			
North America:			
Nevada	\$ 111.9	\$ 54.6	\$ 47.1
Mesquite, California			0.4
La Herradura, Mexico	2.7	1.4	0.9
Golden Giant, Canada	0.3	6.6	7.1
Holloway, Canada	2.8	1.2	1.5
Total North America	117.7	63.8	57.0
South America:			
Yanacocha, Peru	205.7	146.2	276.9
Kori Kollo, Bolivia	0.9	0.6	10.5
Total South America	206.6	146.8	287.4
Australia:			
Pajingo	15.1	10.2	7.3
Kalgoorlie	14.9	8.6	
Yandal	17.4	20.7	
Tanami	39.7	10.5	
Other Australia	2.3	2.8	
Total Australia	89.4	52.8	7.3
Other International Operations:			
Zarafshan-Newmont, Uzbekistan	7.7	3.9	20.4
Ahafo, Ghana	12.9		
Akyem, Ghana	7.8		
Martha, New Zealand	12.3	5.3	
Ovacik, Turkey	6.5	4.0	
Total Other International Operations	47.2	13.2	20.4
Other:			
Base Metals Operations	17.5	10.7	
Corporate and Other	23.9	11.7	17.9
Merchant Banking	1.6	1.1	
Exploration	0.6		
Total Other	43.6	23.5	17.9
Total Newmont	\$ 504.5	\$ 300.1	\$ 390.0

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Capital expenditures for North American operations during 2003 were \$117.7 million and primarily included \$60.4 million for the development of the Leeville underground mine ( Leeville ) and \$11.3 million for the development of the Deep Post and Midas underground mines. South American capital expenditures of \$206.6 million were primarily at Yanacocha, with approximately \$93.2 million for mine and leach pad development, \$24.4 million for environmental site and regional water management projects, \$30.3 million for mining equipment and \$57.8 million related to other ongoing expansion work. Australian capital expenditures were \$89.4 million. Capital expenditures at Pajingo included \$8.7 million for mine development and \$6.4 million for mining equipment. Capital expenditures at Kalgoorlie consisted primarily of \$13.2 million for haul trucks, a hydraulic shovel and other mining equipment. Capital expenditures at Yandal were \$10.8 million

## **Table of Contents**

for mine development and \$6.6 million for mining equipment. Tanami expended \$12.8 million for mine development and the remainder for a new ball mill, underground trucks and other mining equipment. Other international projects primarily included mine development of \$9.1 million at the Martha mine in New Zealand and developmental drilling and other development activities for the Ahafo and Akyem gold projects in Ghana of \$12.9 million and \$7.8 million, respectively. Zarafshan capital expenditures included \$7.7 million for a heap leach pad expansion and an associated conveyor system. Base Metals operations expenditures included \$9.4 million for mine development and \$8.1 million for mining equipment at Golden Grove. Corporate expenditures included \$15.1 million for improvements in information technology systems. At December 31, 2003, commitments existed for capital expenditures of approximately \$60.5 million for leach pad expansion in Yanacocha.

In 2002, capital expenditures in Nevada included deferred mine development (\$15.3 million, primarily for the Deep Post underground and Midas mines), development of the Leeville project and optimization of the Phoenix project (\$16.4 million), the Lone Tree Tailings Dam expansion (\$5.1 million) and other replacement capital. Yanacocha capital expenditures included leach pad expansions (\$69.2 million), mine development (\$16.7 million), environmental expenditures (\$14.3 million), carbon columns and refinery (\$12.9 million) and other replacement capital. Capital expenditures at Zarafshan included \$3.4 million for the completion of the heap leach pad expansion and associated conveyor support. Capital expenditures at Yandal primarily related to deferred mine development (\$14.3 million). Capital expenditures at Pajingo included mine development (\$5.6 million) and replacement capital. Capital expenditures at Kalgoorlie included haul truck purchases (\$3.6 million) and replacement capital. Capital expenditures at the Base Metal operations included mine development of \$6.1 million and replacement capital.

In 2001, capital expenditures in Nevada included deferred mine development (\$15.7 million, primarily for the Deep Post underground mine), mine facilities at Deep Post (\$9.9 million), mining equipment (\$6.3 million), development of the Phoenix project (\$4.1 million) and other replacement capital. Yanacocha capital expenditures primarily included the La Quinua mine (\$128.4 million), Yanacocha leach pad operations (\$44.9 million), mining equipment (\$44.3 million), Carachugo leach pad operations (\$19.3 million) and other replacement capital. Capital expenditures at Zarafshan primarily included \$19 million for heap leach pad expansion and associated conveyor support.

Newmont expects to spend between \$700 million and \$750 million on capital expenditures during 2004, with approximately 20% for North American operations, 18% for Australian operations, 38% for South American operations, 14% for the Ghanaian projects and the remainder at other locations. Approximately 67% the capital budget is allocated to sustaining investments and the remaining portion is allocated to financing new project development. Two new projects are being developed in Nevada Phoenix and Leeville. Phoenix is expected to yield annual production of between 400,000 and 450,000 ounces of gold and 18 to 20 million pounds of copper over an anticipated 15-year mine life. Total capital expenditures for Phoenix are projected to be \$205 million. Leeville is located in Carlin's North Area and will produce approximately 3 million ounces of gold, with annual production of approximately 500,000 ounces commencing at the end of 2005. Total capital expenditures for Leeville are projected to be \$181 million of which \$76.5 million had been spent as of December 31, 2003.

Newmont has two advanced projects in Ghana, Ahafo and Akyem. The Ahafo project, located in the Brong Ahafo Region of Ghana, is 100% owned by Newmont following the acquisition of the remaining 50% of the Ntoroso property from Moydow Mines International, Inc. in December 2003 (see Other Investing Activities, below). At year-end, the Ahafo project had reserves of 7.6 million ounces of gold. In December 2003, following the Government of Ghana's approval of Newmont's Investment Agreement, Newmont announced that it was proceeding with development of the project. Total development costs for Ahafo are estimated to be approximately \$350 million. The Engineering Procurement Construction Management contract to construct Ahafo was awarded in January 2004. Production is expected to begin in 2006 and steady state annual gold sales are estimated at approximately 500,000 ounces. Newmont has an 85% interest in the Akyem project located in the Eastern Region of Ghana. At year-end, the Akyem project had 4.3 million equity ounces of gold reserves.

## **Table of Contents**

The remaining 15% interest in the Akyem project is held by Kenbert Mines Limited. Newmont is currently updating and optimizing the feasibility study for Akyem with a view to making a development decision in late 2004.

### ***Other Investing Activities***

*TVX Newmont Americas.* On January 31, 2003, Newmont sold its 49.9% interest in the TVX Newmont Americas joint venture (between the Company and TVX Gold Inc., acquired as part of the Normandy transaction) to TVX Gold Inc. for \$180 million in cash. Newmont recognized no material gain or loss on the transaction.

*Echo Bay Mines Ltd.* On January 31, 2003, Kinross Gold Corporation, Echo Bay Mines Ltd. and TVX Gold Inc. were combined. Under the terms of the combination and acquisition, Newmont received a 13.8% interest in the restructured Kinross in exchange for its then 45.67% interest in Echo Bay. Newmont recognized a pre-tax gain of \$84.3 million on the transaction.

*Kinross Gold Corporation.* During the third quarter of 2003, Newmont sold approximately 28 million Kinross shares, representing 66% of its investment in the company, for total cash proceeds of \$224.6 million and recorded a net loss of \$7.4 million.

*Batu Hijau.* As discussed in Note 10 to the Consolidated Financial Statements, the Company and an affiliate of Sumitomo Corporation ( Sumitomo ) are partners with ownership interests of 56.25% and 43.75%, respectively, in the Nusa Tenggara Partnership ( NTP ), which holds 80% of P.T. Newmont Nusa Tenggara ( PTNNT ), the owner of the Batu Hijau copper/gold mine in Indonesia. Due to Sumitomo's significant participating rights under the terms of the NTP partnership agreement, the Company uses the equity method to account for its investment in NTP. The remaining 20% interest in PTNNT is held by an unrelated Indonesian company, P.T. Pukuafa Indah ( PTPI ). To date, PTNNT has recorded cumulative losses. Therefore, NTP has recorded 100% (effective 56.25% Newmont share) of PTNNT's income and losses. NTP loaned PTPI the funds required to purchase its original 20% interest in PTNNT. Under the PTPI loan agreement, PTPI has pledged 70% of its 20% share of future PTNNT dividends to repay its loan to NTP, including interest. As a result of higher metal prices, improved operating and financial results and increased life of mine expectations regarding production, costs and economics, PTNNT is expected to recover its cumulative losses, report positive retained earnings and start paying dividends during 2004. Once PTNNT's cumulative losses are recovered, NTP will recognize its 80% share of PTNNT's earnings plus 70% of PTPI earnings for an effective 94% share (effective 52.875% Newmont share) of PTNNT's earnings until the PTPI loan is repaid. Newmont has identified the Batu Hijau operation as a VIE and expects to consolidate it effective January 1, 2004 (see Recent Accounting Pronouncements, above).

On May 9, 2002, PTNNT completed a restructuring of its \$1.0 billion project financing facility (Senior Debt) which is non-recourse to Newmont, that provided PTNNT the ability to defer up to \$173.5 million in principal payments scheduled for 2002 and 2003. The amount of deferred principal at December 31, 2002 was \$86.8 million. Due to improved commodity prices and lower costs, the deferred principal payments were completely repaid during 2003 and all normally scheduled 2003 payments were made. Newmont and its partner provide a contingent support line of credit to PTNNT. During 2002, Newmont funded \$24.8 million under this contingent support facility as its pro-rata share of capital expenditures. As a result of the repayment of the deferred principal payments mentioned above, additional support from Newmont and its partner available under this facility decreased in 2003 to \$65.0 million, of which Newmont's pro-rata share is \$36.6 million. In 2002, the total support available was \$115.0 million, of which Newmont's pro-rata share was \$64.7 million.

*Australian Magnesium Corporation.* At December 31, 2002, Newmont's interest in Australian Magnesium Corporation ( AMC ) was composed of a 22.8% equity and voting interest and a loan receivable in the amount of A\$38 million (approximately \$20.1 million) including interest. In addition, Newmont subsidiaries had



## Table of Contents

obligations to contribute to AMC A\$100 million in equity by January 31, 2003 and a further A\$90 million in equity, contingent upon the Stanwell Magnesium Project not achieving certain specified production and operating criteria by December 2006. On January 3, 2003, Newmont purchased an additional 167 million AMC shares at A\$0.60 per share for a total of A\$100 million (approximately \$56.2 million) increasing its ownership to 40.9%, thereby satisfying its January 2003 equity contribution obligation. However, due to additional equity contributions by other shareholders on January 31, 2003, Newmont's interest was diluted to 27.8%. As a result of this equity dilution of its interest in AMC, Newmont recorded an increase of \$7.0 million to *Additional paid-in-capital* during 2003.

AMC's primary asset was the Stanwell Magnesium Project (the "Project"). The original funding arrangements for the Project amounted to approximately A\$1.5 billion (approximately \$1.0 billion), including contingencies and cost overrun reserves. On April 17, 2003, AMC announced that it was unlikely that it would reach agreement with its independent engineering firm for a fixed price contract for the development of the Project. Following this announcement, AMC's share price declined substantially to A\$0.24 per share on May 8, 2003. As a result, Newmont wrote down the carrying value of its investment at March 31, 2003 to the quoted market price of the AMC shares at that date of A\$0.43 per share, and recorded a loss in *Equity loss and impairment of Australian Magnesium Corporation* for an other-than-temporary decline in market value of \$11.0 million.

On June 5, 2003, AMC requested suspension of its securities on the ASX. Subsequently, on June 13, 2003, AMC announced a restructuring agreement with the project's major creditors, including Newmont (the "Agreement"). The Agreement was designed to give AMC time to assess the project's development options and to search for either a corporate or project partner. Work on the Project has ceased and the site is in care and maintenance status. It is not known if or when the Project or any other magnesium project will be developed by AMC. In addition, as part of the Agreement, AMC (i) settled outstanding obligations to its outside creditors from existing cash reserves; (ii) cancelled the senior debt facilities associated with the Project and the associated foreign exchange and interest rate hedging contracts; and (iii) agreed to release Newmont from the above-mentioned A\$90 million (approximately \$60.1 million) contingent funding commitment. Newmont agreed to forgive its then A\$38 million (approximately \$24.8 million) loan receivable, provide support in the form of an A\$10 million (approximately \$6.6 million) contingent, subordinated credit facility and to maintain the existing guarantee in relation to the QMC Finance Pty Ltd ("QMC") finance facilities, as described below. In September 2003, Newmont made available to AMC A\$5 million (\$3.3 million) under the credit facility. Newmont had guaranteed a \$30.0 million obligation payable by AMC to Ford Motor Company ("Ford") in the event the Project did not meet certain specified production and operating criteria by November 2005. AMC agreed to indemnify Newmont for this obligation, but this indemnity was unsecured. As of June 30, 2003, Newmont and Ford agreed to settle the liability in relation to the guarantee for \$10.0 million in exchange for a release of the guarantee. Newmont has agreed not to seek recovery of this amount from AMC.

As a result of the foregoing Agreement, Newmont recorded an additional write-down in the second quarter of 2002 of \$107.8 million in *Equity loss and impairment of Australian Magnesium Corporation* reducing the carrying value of its investment in AMC to zero. The write-down was attributable to the following: (i) \$72.7 million representing the book value of its investment at June 30, 2003; (ii) \$24.8 million for the forgiven loan receivable from AMC; (iii) \$10.0 million charge to settle Newmont's guarantee of the Ford contract (see discussion above); (iv) \$6.6 million relating to the contingent credit facility; and (v) \$1.1 million for various other items, offset by a \$7.4 million income tax benefit.

During the third quarter of 2003, AMC issued additional shares to a shareholder other than Newmont. As a result, Newmont's interest in AMC was diluted to 26.9%. Subsequently, in October 2003, AMC issued additional shares to a shareholder other than Newmont. As a result, Newmont's interest in AMC was diluted to 26.7%. During the fourth quarter of 2003, Newmont sold its entire interest in AMC, for a nominal amount to Deutsche Bank AG and to Magtrust Pty Ltd, a company owned and controlled by the directors of AMC. Magtrust purchased approximately 19.9% of the AMC ordinary shares held by Newmont, with Deutsche Bank purchasing

## **Table of Contents**

the remaining approximately 6.8% of the AMC ordinary shares held by Newmont. If Deutsche Bank sells its interest in AMC to a third party in the future, it must pay Newmont 90% of the sales proceeds.

Newmont is also the guarantor of a A\$71.0 million (approximately \$53.2 million) amortizing loan facility of QMC, of which A\$65.2 million (approximately \$48.9 million) was outstanding as of December 31, 2003. The QMC loan facility, which is collateralized by the assets of Queensland Magnesium Project ( QMAG, discussed below), expires in November 2006. QMC is also a party to hedging contracts that have been guaranteed by Newmont. The contracts include a series of foreign exchange forward contracts and bought put options, the last of which expire in June 2006. As of December 31, 2003, the fair value of these contracts was positive A\$4.7 million (approximately \$3.5 million).

The guarantees under the QMC loan facility and hedging contracts could be called in the event of a default by QMC. Newmont's liability under QMC loan facility guarantee is limited to the total amount of outstanding borrowings under the facility at the time the guarantee is called. Newmont's maximum potential liability under its guarantee of the QMC hedging contracts, however, would depend on the market value of the hedging contracts at the time the guarantee is called upon. The principal lender and counterparty under the QMC loan and hedging facilities, respectively, also have security interests over the assets of QMAG. In the event the guarantees are called, Newmont would have a right of subrogation to the lender under Australian law.

During the fourth quarter of 2003, Newmont recorded a \$30.0 million charge in *Loss on guarantee of QMC debt* and established a corresponding reserve in *Other current liabilities*. Newmont reduced the amount accrued for this contingent obligation by the estimated fair value of the QMAG assets that would be subrogated to Newmont in the event the guarantee is called.

*Takeover Bid for Otter Gold Mines Limited.* On December 4, 2002, Normandy NFM Limited, trading as Newmont NFM ( Newmont NFM ) announced its intention to make an offer for all shares and options in Otter Gold Mines Limited ( Otter ) that Newmont NFM did not already own. Newmont NFM is an Australian corporation that was listed on the ASX at the time of this announcement. Otter is a New Zealand corporation that was also listed on the ASX at the time of this announcement. As of the date it made the announcement, the Company, through subsidiaries, held an 85.86% interest in Newmont NFM and Newmont NFM, in turn, held 89.17% of the outstanding Otter shares. Newmont NFM's offer was made on January 9, 2003 and closed on February 25, 2003. By the close of the offer, Newmont NFM had acquired in excess of 90% of the total outstanding shares in Otter, which, under New Zealand law, entitled Newmont NFM to compulsorily acquire all remaining outstanding Otter shares. Newmont NFM then initiated and completed the compulsory acquisition process resulting in 100% ownership of Otter, which indirectly resulted in increased ownership in the Martha mine in New Zealand. The total purchase price was approximately \$1.5 million.

*Ntoroso Acquisition.* In December 2003, Newmont purchased Moydow Mines International Inc.'s 50% interest in the Ntoroso property located on the Ahafo belt in Ghana. Total consideration included 800,000 Newmont common shares, a royalty of 2% on all recovered ounces of gold produced from Ntoroso after the first 1.2 million gold ounces and the delivery for cancellation of 1,325,882 common shares of Moydow owned by Newmont. The transaction resulted in a total purchase price of \$32.2 million, consisting primarily of Newmont common stock, based on the average quoted value of Newmont's shares of \$37.89 per share two days before and after August 25, 2003, the date the terms of the transaction were agreed upon and announced. The purchase price was allocated primarily to development and exploration stage mineral interests and deferred income taxes. The closing of the transaction gave Newmont 100% ownership of the Ahafo project.

*Mesquite.* In November 2003, Newmont sold the Mesquite mine to Western Goldfields, Inc. ( WGI ). Under the terms of the transaction, Newmont sold the majority of the assets of the operation to WGI in exchange for restricted common stock and warrants to purchase common stock of WGI, a 50% net profits interest royalty on future production from existing leach pads, a net smelter return royalty on production from future expansion, and the assumption of reclamation and remediation liabilities associated with the operation by WGI. Newmont





## **Table of Contents**

was also released from the performance bonds for reclamation, remediation, mine closure and other obligations associated with the Mesquite assets. The transaction did not have a significant impact on Newmont's results of operations, cash flows or financial position.

*Wiluna.* In December 2003, NYOL sold the Wiluna mine and its surrounding tenements and related assets to a company, whose principals are certain members of the Wiluna mine's management, for approximately A\$3.5 million (U.S.\$ 2.6 million) and the company's assumption of the reclamation and remediation liabilities. This transaction resulted in a gain of \$10.6 million.

*European Gold Refineries.* During December 2003, Newmont acquired a 50% interest in a joint venture, European Gold Refineries SA (EGR), with unrelated Swiss residents holding the remaining 50%. Simultaneously, EGR purchased 100% of Valcambi SA (Valcambi), a gold refining business, and 66.65% of Finorafa SA (Finorafa), a gold distribution business.

Valcambi is a London Gold Delivery precious metals refiner and manufacturer of semi-finished products for the Swiss luxury watch industry, and Finorafa is the second largest distributor and financier of gold products in the Italian market. Italy is the second largest gold-consuming country in the world.

The formation of EGR required approximately CHF30.0 million (U.S.\$ 23.8 million) in funding, which was contributed pro-rata by each partner in equal portions of debt and equity, of which Newmont's share was CHF15.0 million (U.S.\$11.9 million). EGR is jointly managed by Newmont and the Swiss residents. Newmont accounts for its investment in EGR using the equity method of accounting. Newmont has no guarantees related to this investment.

*Turquoise Ridge.* In December 2003, Newmont formed a joint venture with a subsidiary of Placer Dome, Inc. under which Newmont acquired a 25% interest in the Turquoise Ridge and Getchell mines, in return for providing up to 2,000 tons per day of milling capacity at Newmont's Twin Creeks facility in Nevada, and the extinguishment of the 2% net smelter return royalty payable by Placer Dome as it relates to the joint venture's property. Placer Dome operates the joint venture. The carrying amount of the extinguished royalty was approximately \$8.2 million at the date of closing.

*Perama.* Thracean Gold Mining S.A. (TGM), which owns the Perama project is owned 80% by Newmont and 20% by S&B Industrial Minerals S.A. During November 2003, the shareholders of TGM entered into a standstill agreement with Frontier Pacific Mining Corporation (FPMC) to purchase 100% of TGM. However, the offer is conditional on execution of definitive documentation, an appropriate acquisition structure, no material changes to TGM or the project prior to closing, due diligence, approval by the FPMC board of directors and receipt of all Canadian and Greek regulatory approvals.

*Pension Funding.* Newmont expects to fund approximately \$38 million into its pension plans in 2004 from *Net cash provided by operating activities*. For additional discussion see Item 7A, Quantitative and Qualitative Disclosure About Market Risk, Pension and Other Benefit Plans, below, and Note 20 to the Consolidated Financial Statements.

## **Financing Activities**

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During the years ended December 31, 2003 and 2002, the Company focused on an overall strategy to reduce debt. The Company's balance sheet reflected outstanding debt of approximately \$1.1 billion at December 31, 2003, after principal reductions of approximately \$700 million for early extinguishments and \$600 million for scheduled payments since December 31, 2001. The Company has not issued any new debt since 2001, however in 2002, debt increased \$913.7 million related to debt assumed as part of the acquisition of Normandy. During November 2003, Newmont completed an equity offering for 25.0 million shares of its common stock and received proceeds of approximately \$1.0 billion. This was the only public offering during the last three years.

## **Table of Contents**

### ***NYOL Debt and Derivatives Liability Extinguishments***

In March 2002, Newmont, through an indirect, wholly-owned subsidiary, Yandal Bond Company Limited ( YBCL ), made an offer to repurchase any and all outstanding 8 7/8% Senior Notes due 2008 of Newmont's Australian subsidiary, NYOL. As of the offer date, \$300 million principal amount of notes was outstanding. The repurchase offer was made pursuant to the terms of an Indenture dated as of April 7, 1998, between NYOL and The Bank of New York, as Trustee. The Indenture required that NYOL, following a Change of Control as defined in the Indenture, make an offer to repurchase the notes at a repurchase price of 101% of the principal amount of the notes, plus accrued and unpaid interest to the repurchase date. Although the applicable provisions of the Indenture could be read to the contrary, Newmont took the position that a Change of Control occurred on February 20, 2002, when Newmont acquired control of Normandy. The Indenture provides that NYOL is not required to make the Change of Control Offer if a third party makes the offer. The Change of Control Offer was open until May 14, 2002, and resulted in redemption of \$62.8 million of the outstanding notes and gave rise to a \$0.6 million *Loss on extinguishment of debt*.

On May 29, 2003, YBCL made a second offer to acquire all of NYOL's outstanding 8 7/8% Senior Notes due 2008. On May 28, 2003, YBCL made a separate offer to acquire all of NYOL's gold hedge contracts from the relevant counterparties. The offer to acquire the notes was at a price of \$500 per \$1,000 of principal amount. The offer to acquire the gold hedge contracts was at \$0.50 per \$1.00 of the net mark-to-market hedge liability as calculated by YBCL as of May 22, 2003.

On July 3, 2003, the board of directors of NYOL resolved to place NYOL into Voluntary Administration ( VA, a form of insolvency proceeding in Australia) as NYOL was insolvent or likely to become insolvent. To comply with applicable legal requirements and to allow holders of NYOL's outstanding 8 7/8% Senior Notes more time to assess these developments, YBCL extended the expiration of the offer to acquire the notes to July 11, 2003. As of that date, YBCL had received binding tenders for the notes totaling \$237.0 million, representing 99.9% of the total \$237.2 million principal amount outstanding with third-parties at the date of its May 29, 2003 offer. Six of the total of seven counterparties to the gold hedge contracts, representing 94% of the gold ounces in the NYOL hedge book and 76% of the mark-to-market value of the May 22, 2003 hedge liability, had assigned their hedge contracts to YBCL prior to the NYOL entering into VA.

In conjunction with the VA process, Newmont made an offer to the administrator of NYOL to bring NYOL out of VA. Newmont's offer to the administrator effectively valued the assets in excess of \$200 million and provided that NYOL's outstanding third-party note holders and the remaining hedge contract counterparty would receive not more than \$0.40 on the dollar. Newmont's offer also honored any prior unpaid obligations to NYOL's employees and guaranteed payment in full to NYOL's trade creditors. On August 29, 2003 NYOL's creditors passed a resolution to accept Newmont's offer and on September 8, 2003, Newmont's offer, in the form of Deeds of Company Arrangement, were signed by the administrators. On September 10, 2003, the conditions precedent to the offer were fulfilled, the offer became effective and NYOL was returned to the control of its directors, and its employees continued their employment.

In accordance with the terms of Newmont's offer, an NYOL subsidiary, Clynton Court, subject to the Deeds of Company Arrangement, assumed the liabilities to be settled, including the outstanding third-party notes, the liability to the remaining hedge contract counterparty and the liabilities to trade creditors that existed at July 3, 2003 (the applicable liabilities). Newmont contributed sufficient cash to Clynton Court to settle the applicable liabilities as per the terms of its offer and to pay the fees of the administrator. Upon assumption by Clynton Court, the applicable liabilities of NYOL were extinguished.

The above transactions gave rise to a *Gain on extinguishment of NYOL bonds, net* of \$114.0 million and a *Gain on extinguishment of NYOL derivative liability, net* of \$106.5 million, both net of transaction costs, for the year ended December 31, 2003. Total cash payments to extinguish the NYOL bonds and the NYOL derivatives liabilities (including costs) were \$98.5 million and \$103.6 million, respectively, during the year ended December 31, 2003.



## **Table of Contents**

On September 3, 2003, J. Aron & Co. commenced proceedings in the Supreme Court of New South Wales (Australia) against NYOL and its subsidiaries in relation to the VA. J. Aron & Co., an NYOL creditor, initially sought injunctive relief but was denied by the court on September 8, 2003. On October 30, 2003, J. Aron & Co. filed a statement of claim alleging various deficiencies in the implementation of the VA process and seeking damages and other relief against NYOL and other parties.

### ***Other Debt Extinguishments***

During 2003, Newmont extinguished the following debt instruments: \$148 million of its 8 3/8% debentures resulting in a *Loss on extinguishment of debt* of \$11.2 million; \$52.3 million of its 8 5/8% debentures resulting in a *Loss on extinguishment of debt* of \$11.6 million; \$30.9 million of its 7 5/8% guaranteed notes resulting in a *Loss on extinguishment of debt* of \$4.4 million; \$80.5 million of its 7 1/2% guaranteed notes resulting in a *Loss on extinguishment of debt* of \$6.4 million; and \$100 million in aggregate principal of its 6% convertible subordinated debentures resulting in a *Loss on extinguishment of debt* of \$0.2 million.

### ***Corporate Revolving Credit Facilities***

The Company has three uncollateralized revolving credit facilities with a consortium of banks: a \$200.0 million U.S. dollar denominated revolving credit facility with an initial term of 364 days, which may be extended annually to October 2006 (and with a current maturity date of October 6, 2004); a \$400.0 million multi-currency revolving credit facility, which matures in October 2006 and provides for borrowing in U.S., Canadian and Australian dollars, and which also contains a letter of credit sub-facility; and a \$150.0 million multi-currency revolving credit facility, which also matures in 2006, and provides for borrowing in U.S. and Australian dollars. Interest rates and facility fees vary based on the credit ratings of the Company's senior, uncollateralized, long-term debt. Borrowings under the facilities bear interest at a rate per annum equal to either the LIBOR plus a margin ranging from 0.45% to 1.25% or the greater of the federal funds rate plus 0.5% or the lead bank's prime rate plus a margin ranging from 0% to 0.25%. Facility fees accrue at a rate per annum ranging from 0.10% to 0.40% of the commitment. At December 31, 2003, the fees were 0.15%, 0.175% and 0.30% of the commitment, for the \$200.0 million, the \$400.0 million and the \$150.0 million facilities, respectively. There were no outstanding borrowings under the facilities as of December 31, 2003 and 2002. The Company is in compliance with all covenants under these facilities.

### ***Other Debt***

Due to the acquisition of Normandy and Franco-Nevada effective February 15, 2002, Newmont consolidated additional debt of \$913.7 million consisting of \$150.0 million of ten year 7 5/8% guaranteed notes, \$100.0 million of ten year 7 1/2% guaranteed notes, the NYOL 8 7/8% Senior Notes due April 2008 discussed above and other debt instruments.

In May 2001, Newmont issued uncollateralized debentures with a principal amount of \$275 million due May 2011 bearing an annual interest rate of 8.625%. Interest is payable semi-annually in May and November and the notes are redeemable prior to maturity under certain conditions. The costs related to the issuance of the notes were capitalized and are amortized to interest expense over the term of the debentures.

### ***Prepaid Forward Sales Contract***

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In July 1999, the Company entered into a prepaid forward gold sales contract (the "Prepaid Forward") and a forward gold purchase contract (the "Forward Purchase"). Under the Prepaid Forward, the Company agreed to sell 483,333 ounces of gold, to be delivered in June of each of 2005, 2006 and 2007 in annual installments of 161,111 ounces (the "Annual Delivery Requirements"). The Company also agreed under the Prepaid Forward to deliver semi-annually 17,951 ounces of gold, from June 2000 through June 2007 (the "Semi-Annual Delivery Requirements") for a total gold delivery obligation over the life of the Prepaid Forward of 752,598 ounces. At the

## **Table of Contents**

time the Prepaid Forward was entered into, the Company received net proceeds of \$137.2 million (\$145.0 million of gross proceeds before transaction costs of \$653,000 and the purchase of a \$7.1 million surety bond to guarantee delivery of the Annual Delivery Requirements). The Company may also be entitled to receive additional proceeds in the future in connection with the annual deliveries of 161,111 ounces, to be determined at each delivery date based on the excess, if any, of the then market price for gold (up to a maximum of \$380 per ounce) over \$300 per ounce.

At the time the Company entered into the Prepaid Forward, it also entered into the Forward Purchase, with the same counterparty, to hedge the price risk with respect to the Semi-Annual Delivery Requirements. The Forward Purchase provides for semi-annual purchases of 17,951 ounces of gold on each semi-annual delivery date under the Prepaid Forward at prices increasing from \$263 per ounce in 2000 to \$354 per ounce in 2007. On each semi-annual delivery date, the ounces purchased under the Forward Purchase are delivered in satisfaction of the Company's delivery requirements under the Prepaid Forward. The transaction has been accounted for as a single borrowing of \$145 million, with interest accruing, based on an effective interest rate recognized over the full term of the borrowing.

### ***Debt Covenants***

Certain of Newmont's current debt facilities contain various common public debt covenants and default provisions including payment defaults, limitation on liens, limitation on sales and leaseback agreements and merger restrictions. These debt instruments include the medium-term notes, 8<sup>5</sup>/<sub>8</sub>% debentures, 8<sup>3</sup>/<sub>8</sub>% debentures and sale-leaseback of the refractory ore treatment plant. None of the aforementioned public debt instruments contain financial ratio covenants or credit rating provisions that could create liquidity issues for the Company.

In addition to the covenants noted above, the Corporate Revolving Credit Facilities contain financial ratio covenants requiring the Company to maintain a net debt (total debt net of cash) to EBITDA (Earnings before interest expense, income taxes, depreciation and amortization) ratio of less than or equal to 4.0 and a net debt to total capitalization ratio of less than or equal to 62.5%. Furthermore, the Corporate Revolving Credit Facilities contain covenants limiting the sale of all or substantially all of the Company's assets, certain change of control provisions and a negative pledge on certain assets.

Certain of the Company's project debt facilities contain various common project debt covenants and default provisions including limitations on dividends subject to certain debt service cover ratios, limitations on sales of assets, negative pledges on certain assets, change of control provisions and limitations of additional permitted debt.

At December 31, 2003, the Company and its subsidiaries were in full compliance with all debt covenants and default provisions.

### ***Scheduled Debt Payments***

Scheduled minimum long-term debt repayments are \$190.9 million in 2004, \$142.8 million in 2005, \$85.8 million in 2006, \$74.8 million in 2007, \$147.5 million in 2008 and \$435.7 million thereafter. Newmont expects to be able to fund maturities of its debt from *Net cash provided by operating activities*.



*Common Stock Offering*

During November 2003, Newmont completed an equity offering for 25 million shares of its common stock under its existing shelf registration statement filed with the Securities and Exchange Commission. The proceeds of approximately \$1.0 billion from this offering are intended to be used for general corporate purposes, which could include the funding of new project development, other capital expenditures and repayment of debt.

## **Table of Contents**

In January 2004, Newmont filed a new shelf registration statement on Form S-3 under which it can issue debt and equity securities from time-to-time having an aggregate offering price of \$1.0 billion. Newmont also filed a shelf registration statement on Form S-4 under which it can issue, from time-to-time in connection with future acquisitions of businesses, properties or assets, common stock and common stock warrants having an aggregate offering price of U.S.\$200 million. These registration statements were declared effective on February 4, 2004.

### ***Dividends***

The Company paid dividends of \$0.17 per common share of Newmont stock during 2003 and \$0.12 per common share in each of 2002 and 2001. On February 4, 2004, the Company declared a regular quarterly dividend of \$0.05 per share, payable March 24, 2004 to holders of record at the close of business on March 3, 2004. The quarterly dividend increased to \$0.05 per share from \$0.04 per share in the fourth quarter of 2003.

### ***Redemption of Preferred Convertible Stock***

The Company did not pay any preferred stock dividends during 2003 and paid \$3.7 million and \$7.5 million in preferred stock dividends in 2002 and 2001, respectively.

In April 2002, Newmont announced the redemption of all issued and outstanding shares of its \$3.25 cumulative preferred stock as of May 15, 2002. Pursuant to the terms of the cumulative convertible preferred stock, Newmont paid a redemption price of \$50.325 per share, plus \$0.8125 per share for accrued dividends at the redemption date. In settlement of the total redemption price of \$51.1375 per preferred share, Newmont issued each holder of record 1.19187 shares of its common stock and cash for any remaining fractional interests.

### ***Environmental***

The Company's mining and exploration activities are subject to various federal and state laws and regulations governing the protection of the environment. These laws and regulations are continually changing and are generally becoming more restrictive. The Company conducts its operations so as to protect the public health and environment and believes its operations are in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations, but cannot predict the amount of such future expenditures. Estimated future reclamation costs are based principally on legal and regulatory requirements. At December 31, 2003 and 2002, \$361.0 million and \$254.1 million, respectively, were accrued for reclamation costs relating to currently producing mineral properties. On January 1, 2003, the Company adopted SFAS 143, "Asset Retirements Obligations" (see Recent Accounting Pronouncements).

In addition, the Company is involved in several matters concerning environmental obligations associated with former mining activities. Generally, these matters concern developing and implementing remediation plans at the various sites involved. The Company believes that the related environmental obligations associated with these sites are similar in nature with respect to the development of remediation plans, their risk profile and the compliance required to meet general environmental standards. Based upon the Company's best estimate of its liability for these matters, \$58.6 million and \$48.1 million were accrued for such obligations at December 31, 2003 and 2002, respectively. Depending upon the ultimate resolution of these matters, the Company believes that it is reasonably possible that the liability for these matters could be as much as 54% greater or 41% lower than the amount accrued at December 31, 2003. The amounts accrued for these matters are reviewed periodically

based upon facts and circumstances available at the time. Changes in estimates are charged to *Other* expenses in the period estimates are revised.

Newmont spent \$18.7 million, \$14.6 million, and \$8.1 million in 2003, 2002 and 2001, respectively, for environmental obligations related to former, primarily historic, mining activities, and expects to spend

## **Table of Contents**

approximately \$13.7 million in 2004. Expenditures for 2003 related primarily to the Dawn mill site near Ford, Washington and the McCoy Cove property in central Nevada. Expenditures for 2002 relate primarily to the Dawn mill site and the Resurrection site near Leadville, Colorado.

Included in 2003 and 2002 capital expenditures were \$25.7 million and \$14.3 million, respectively, to comply with environmental regulations. Expenditures of approximately \$42 million to \$45 million are anticipated in 2004, primarily for projects to be completed in 2004 at Yanacocha to increase water treatment and testing capacity to accommodate mine expansion. Ongoing costs to comply with environmental regulations have not been a significant component of cash operating costs.

For more information on the Company's reclamation and remediation liabilities, see Note 14 to the Consolidated Financial Statements.

## **Forward-Looking Statements**

The foregoing discussion and analysis, as well as certain information contained elsewhere in this Annual Report, contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and are intended to be covered by the safe harbor created thereby. See the discussion in Forward-Looking Statements in Item 1, Business.

## **ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

Information concerning this item begins on the following page.

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**Table of Contents**

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and the Stockholders of Newmont Mining Corporation:

In our opinion, the accompanying consolidated balance sheets and the related statements of consolidated operations and comprehensive income (loss), of changes in stockholders' equity and of cash flows, present fairly, in all material respects, the financial position of Newmont Mining Corporation and its subsidiaries at December 31, 2003 and 2002 and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2003 in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Company's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with auditing standards generally accepted in the United States of America, which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As explained in Note 32 of the consolidated financial statements, the Company has restated its statements of consolidated cash flows for the years ended December 31, 2003 and 2002.

As explained in Notes 2 and 24 to the consolidated financial statements, the Company changed its method of (i) accounting for asset retirement obligations effective January 1, 2003; (ii) accounting for depreciation, depletion and mine development, effective January 1, 2002; and (iii) accounting for derivative instruments and hedging activities effective January 1, 2001.

/s/ PRICEWATERHOUSECOOPERS LLP

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PRICEWATERHOUSECOOPERS LLP

Denver, Colorado

February 27, 2004 (except for Note 32 as to which the date is July 27, 2004)

**Table of Contents****NEWMONT MINING CORPORATION****STATEMENTS OF CONSOLIDATED OPERATIONS AND COMPREHENSIVE INCOME (LOSS)**

	Years Ended December 31,		
	2003	2002	2001
	(in thousands, except per share)		
Revenues			
Sales gold	\$ 3,082,936	\$ 2,566,833	\$ 1,666,108
Sales base metals, net	74,820	55,321	
Royalties	56,303	35,718	598
	<u>3,214,059</u>	<u>2,657,872</u>	<u>1,666,706</u>
Costs and expenses			
Costs applicable to sales (exclusive of depreciation, depletion and amortization shown separately below)			
Gold	1,655,989	1,580,347	1,117,930
Base metals	44,273	36,040	
Depreciation, depletion and amortization	564,481	505,598	301,563
Exploration, research and development	115,238	88,886	55,528
General and administrative	130,292	115,252	61,153
Write-down of long-lived assets	35,260	3,652	32,711
Merger and restructuring			60,510
Other	49,506	29,372	11,466
	<u>2,595,039</u>	<u>2,359,147</u>	<u>1,640,861</u>
Other income (expense)			
Gain on investments, net	83,166	47,086	
Gain (loss) on derivative instruments, net	22,876	(39,805)	1,797
Gain on extinguishment of NYOL bonds, net	114,031		
Gain on extinguishment of NYOL derivative liability, net	106,506		
Loss on extinguishment of debt	(33,832)		
Loss on guarantee of QMC debt	(30,000)		
Dividends, interest income, foreign currency exchange and other income	132,198	39,885	7,387
Interest, net of capitalized interest of \$8,945, \$5,226 and \$10,633, respectively	(88,579)	(129,565)	(98,080)
	<u>306,366</u>	<u>(82,399)</u>	<u>(88,896)</u>
Pre-tax income (loss) before minority interest, equity income (loss) and impairment of affiliates and cumulative effect of a change in accounting principle	925,386	216,326	(63,051)
Income tax (expense) benefit	(206,950)	(19,900)	59,268
Minority interest in income of subsidiaries	(173,178)	(97,442)	(65,374)
Equity loss and impairment of Australian Magnesium Corporation	(119,485)	(1,775)	
Equity income of affiliates	84,427	53,151	22,513
	<u>510,200</u>	<u>150,360</u>	<u>(46,644)</u>
Income (loss) before cumulative effect of a change in accounting principle	510,200	150,360	(46,644)
Cumulative effect of a change in accounting principle, net of tax of \$11,188 in 2003 and \$(4,147) in 2002	(34,533)	7,701	
	<u>475,667</u>	<u>158,061</u>	<u>(46,644)</u>
Net income (loss)	475,667	158,061	(46,644)
Preferred stock dividends		(3,738)	(7,475)
	<u>\$ 475,667</u>	<u>\$ 154,323</u>	<u>\$ (54,119)</u>
Net income (loss) applicable to common shares	\$ 475,667	\$ 154,323	\$ (54,119)
	<u>\$ 475,667</u>	<u>\$ 158,061</u>	<u>\$ (46,644)</u>
Net income (loss)	\$ 475,667	\$ 158,061	\$ (46,644)
Other comprehensive income (loss), net of tax	86,853	(54,578)	16,340

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Comprehensive income (loss)	\$ 562,520	\$ 103,483	\$ (30,304)
Income (loss) before cumulative effect of a change in accounting principle per common share, basic	\$ 1.24	\$ 0.40	\$ (0.28)
Cumulative effect of a change in accounting principle per common share, basic	(0.08)	0.02	
Net income (loss) per common share, basic	\$ 1.16	\$ 0.42	\$ (0.28)
Income (loss) before cumulative effect of a change in accounting principle per common share, diluted	\$ 1.23	\$ 0.39	\$ (0.28)
Cumulative effect of a change in accounting principle per common share, diluted	(0.08)	0.02	
Net income (loss) per common share, diluted	\$ 1.15	\$ 0.41	\$ (0.28)
Basic weighted-average common shares outstanding	410,600	370,940	195,059
Diluted weighted-average common shares outstanding	413,723	372,975	195,059

The accompanying notes are an integral part of these financial statements.

**Table of Contents****NEWMONT MINING CORPORATION****CONSOLIDATED BALANCE SHEETS**

	At December 31,	
	2003	2002
	(in thousands, except shares and per share)	
ASSETS		
Cash and cash equivalents	\$ 1,314,022	\$ 401,683
Marketable securities	144,711	13,188
Accounts receivable	90,686	82,310
Inventories	225,719	169,324
Stockpiles and ore on leach pads	248,625	328,993
Deferred stripping costs	60,086	32,085
Deferred income tax assets	73,665	51,451
Newmont Australia infrastructure bonds	127,674	
Other current assets	75,280	34,222
Current assets	2,360,468	1,113,256
Property, plant and mine development, net	2,347,984	2,287,030
Mineral interests and other intangible assets, net	1,379,101	1,415,348
Investments	733,977	1,199,583
Deferred stripping costs	30,293	23,302
Long-term stockpiles and ore on leach pads	305,810	199,761
Deferred income tax assets	752,407	761,428
Other long-term assets	97,576	123,112
Goodwill	3,042,557	3,024,576
Total assets	\$ 11,050,173	\$ 10,147,396
LIABILITIES		
Current portion of long-term debt	\$ 190,866	\$ 115,322
Accounts payable	163,164	105,277
Deferred income tax liabilities	18,182	28,469
Derivative instruments	6,074	74,999
Employee related benefits	135,323	114,622
Other current liabilities	320,411	247,652
Current liabilities	834,020	686,341
Long-term debt	886,633	1,701,282
Reclamation and remediation liabilities	362,283	288,536
Deferred revenue from sale of future production	53,841	53,841
Derivative instruments	7,088	388,659
Deferred income tax liabilities	633,135	656,452
Employee related benefits	203,217	234,103
Other long-term liabilities	338,503	364,376
Total liabilities	3,318,720	4,373,590
Commitments and contingencies (Note 27)		
Minority interest in subsidiaries	346,518	354,558



**STOCKHOLDERS' EQUITY**

Preferred stock \$5.00 par value;

Authorized 5.0 million shares at each period end, respectively

Issued and outstanding none

Common stock \$1.60 par value;

Authorized 750 million shares at each period end, respectively

Issued and outstanding

Common: 398.7 million and 353.2 million shares issued, less 105 thousand and 9 thousand treasury shares, respectively	638,046	565,019
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Exchangeable: 55.9 million shares issued, less 12.7 million and 7 million redeemed shares, respectively		
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Additional paid-in capital	6,423,278	5,038,468
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Accumulated other comprehensive income (loss)	22,827	(64,026)
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Retained earnings (deficit)	300,784	(120,213)
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Total stockholders' equity	<u>7,384,935</u>	<u>5,419,248</u>
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Total liabilities and stockholders' equity	<u>\$ 11,050,173</u>	<u>\$ 10,147,396</u>
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The accompanying notes are an integral part of these financial statements.

**Table of Contents****NEWMONT MINING CORPORATION****STATEMENTS OF CONSOLIDATED CHANGES IN STOCKHOLDERS' EQUITY**

	Convertible Preferred Amount	Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings (Deficit)
		Shares	Amount			
(in thousands)						
Balance at December 31, 2000	\$ 11,500	195,056	\$ 312,107	\$ 1,463,318	\$ (25,788)	\$ (220,417)
Shares issued under retirement savings plans		401	640	6,918		
Shares issued under stock compensation plans		708	1,134	11,630		
Net loss						(46,644)
Common stock dividends				(23,497)		
Preferred stock dividends						(7,475)
Unrealized gain on marketable equity securities					18,290	
Foreign currency translation adjustments					(3,241)	
Minimum pension liability adjustments					453	
Cumulative effect of change in accounting method for derivative instruments					1,703	
Changes in fair value of cash flow hedge instruments					(865)	
Balance at December 31, 2001	11,500	196,165	313,881	1,458,369	(9,448)	(274,536)
Redemption of convertible preferred stock	(11,500)	4,413	7,060	6,306		
Shares issued under retirement savings plans		291	465	7,132		
Shares issued under stock compensation plans		4,117	6,522	64,032		
Common shares issued for acquisitions		141,166	225,867	2,456,630		
Exchangeable shares issued for acquisitions		55,874		1,061,730		
Options and warrants assumed for acquisitions				43,606		
Shares issued in exchange for exchangeable shares			11,224	(11,224)		
Net income						158,061
Common stock dividends				(48,113)		
Preferred stock dividends						(3,738)
Unrealized loss on marketable equity securities					(12,824)	
Foreign currency translation adjustments					3,622	
Minimum pension liability adjustments					(28,655)	
Changes in fair value of cash flow hedge instruments					(16,721)	
Balance at December 31, 2002		402,026	565,019	5,038,468	(64,026)	(120,213)
Shares issued under retirement savings plans		241	386	7,809		
Shares issued under stock compensation plans		4,094	6,829	115,893		
Shares issued for the exercise of Class B warrants		5,253	8,405	165,192		
Common shares issued for acquisitions		5,238	8,380	126,583		
Shares issued in exchange for exchangeable shares			9,027	(9,027)		
Equity offering		25,000	40,000	987,442		
Net income						475,667
Common stock dividends				(16,089)		
Dilution of AMC ownership (Note 10)				7,007		
Unrealized loss on marketable equity securities					(5,044)	
Foreign currency translation adjustments					23,183	
Minimum pension liability adjustments					350	
Change in fair value of cash flow hedge instruments					68,364	

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Balance at December 31, 2003	\$	441,852	\$ 638,046	\$ 6,423,278	\$ 22,827	\$ 300,784

The accompanying notes are an integral part of these financial statements.

**Table of Contents****NEWMONT MINING CORPORATION****STATEMENTS OF CONSOLIDATED CASH FLOWS**

	Years Ended December 31,		
	2003	2002	
	As Restated	As Restated	2001
	(in thousands)		
Operating activities:			
Net income (loss)	\$ 475,667	\$ 158,061	\$ (46,644)
Adjustments to reconcile net income (loss) to net cash provided by operating activities			
Depreciation, depletion and amortization	564,481	505,598	301,563
Accretion of accumulated reclamation obligations	22,610		
Amortization of deferred stripping costs, net	(36,497)	37,195	37,410
Deferred income taxes	(36,183)	(100,290)	(91,487)
Foreign currency exchange (gain) loss	(96,971)	(14,020)	5,088
Minority interest, net of dividends of \$145,950, \$28,844 and \$5,345, respectively	27,228	68,598	60,029
Equity loss (income) and impairment of affiliates, net of dividends	42,467	(35,595)	(22,275)
Write-down of inventories, stockpiles and ore on leach pads	24,945	44,439	25,105
Write-down of long-lived assets	35,260	3,652	32,711
Cumulative effect of change in accounting principle, net	34,533	(7,701)	
Gain on investments, net	(83,166)	(47,086)	
(Gain) loss on derivative instruments, net	(22,876)	39,805	(1,797)
Gain on extinguishment of NYOL bonds, net	(114,031)		
Gain on extinguishment of NYOL derivative liability, net	(106,506)		
Loss on extinguishment of debt	33,832		
Loss on guarantee of QMC debt	30,000		
Noncash merger and restructuring expenses			14,667
Gain on asset sales and other	(24,473)	(10,104)	(5,402)
(Increase) decrease in operating assets:			
Accounts receivable	5,859	24,867	5,278
Inventories, stockpiles and ore on leach pads	(72,828)	(9,546)	35,547
Other assets	(5,052)	52,383	16,128
Increase (decrease) in operating liabilities:			
Accounts payable and other current accrued liabilities	(10,029)	(11,428)	(15,099)
Derivative instruments	(16,318)	(33,202)	
Early settlement of derivative instruments classified as cash flow hedges	(118,776)	(11,857)	
Other liabilities	(14,739)	2,048	18,848
Net cash provided by operating activities	538,437	655,817	369,670
Investing activities:			
Additions to property, plant and mine development	(504,535)	(300,057)	(389,964)
Receipts from (advances to) joint ventures and affiliates, net	39,321	(24,750)	(209)
Proceeds from sale of investments	230,106	500,103	
Proceeds from the sale of TVX Newmont Americas	180,000		
Proceeds from settlement of cross currency swaps		50,816	
Early settlement of ineffective derivative instruments	(57,556)	(21,056)	
Investments in affiliates	(70,072)		
Cash consideration for acquisition of Newmont NFM minority interest	(11,195)		
Cash consideration for Normandy shares		(461,717)	
Cash received from acquisitions, net of transaction costs		371,417	
Investments in marketable equity securities and other	(3,133)	(2,646)	5,146

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Net cash (used in) provided by investing activities	(197,064)	112,110	(385,027)
Financing activities:			
Proceeds from debt	492,841	493,371	1,021,650
Repayments of debt	(1,162,167)	(1,040,807)	(951,644)
Dividends paid on common and preferred stock	(70,759)	(49,982)	(30,972)
Decrease in restricted cash			40,000
Proceeds from stock issuances, net of issuance costs	1,286,751	67,346	7,516
Other		(3)	(1,464)
Net cash provided by (used in) financing activities	546,666	(530,075)	85,086
Effect of exchange rate changes on cash	24,300	14,400	2,144
Net change in cash and cash equivalents	912,339	252,252	71,873
Cash and cash equivalents at beginning of year	401,683	149,431	77,558
Cash and cash equivalents at end of year	\$ 1,314,022	\$ 401,683	\$ 149,431

See Note 25 for supplemental cash flow information.

The accompanying notes are an integral part of these financial statements.

**Table of Contents**

**NEWMONT MINING CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 1 THE COMPANY**

Newmont Mining Corporation and its affiliates and subsidiaries (collectively, Newmont or the Company) predominantly operate in a single industry, engaged in worldwide gold production, exploration for gold and acquisition of gold properties. Newmont also has base metal operations engaged in copper and zinc production and merchant banking operations. These Consolidated Financial Statements give effect to the acquisitions discussed below.

On February 13, 2002, Newmont stockholders approved adoption of an Agreement and Plan of Merger that provided for a restructuring of Newmont to facilitate the February 2002 acquisitions (see Note 3) and to create a flexible corporate structure. Newmont merged with an indirect, wholly-owned subsidiary that resulted in Newmont (or Old Newmont) becoming a direct, wholly-owned subsidiary of a newly formed holding company. The new holding company, previously a direct, wholly-owned subsidiary of Old Newmont, was renamed Newmont Mining Corporation. There was no impact to the Consolidated Financial Statements of Newmont as a result of this restructuring and former stockholders of Old Newmont became stockholders of the new holding company. Old Newmont was subsequently renamed Newmont USA Limited.

The Company's sales result from operations in the United States, Australia, Peru, Indonesia, Canada, Uzbekistan, Turkey, Bolivia, New Zealand and Mexico. Gold mining requires the use of specialized facilities and technology. The Company relies heavily on such facilities and technology to maintain its production levels. Also, the cash flow and profitability of the Company's current operations are significantly affected by the market price of gold and copper. These commodity prices can fluctuate widely and are affected by numerous factors beyond the Company's control.

**NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Use of Estimates**

The Company's Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of the Company's Consolidated Financial Statements requires the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities and the related disclosure of contingent assets and liabilities at the date of the Consolidated Financial Statements and the reported amounts of revenues and expenses during the reporting period. The more significant areas requiring the use of management estimates and assumptions relate to mineral reserves that are the basis for future cash flow estimates and units-of-production depreciation, depletion and amortization calculations; environmental, reclamation and closure obligations; estimates of recoverable gold and other minerals in stockpile and leach pad inventories; asset impairments (including impairments of goodwill, long-lived assets, and investments); write-downs of inventory to net realizable value; postemployment, postretirement and other employee benefit liabilities; valuation allowances for deferred tax assets; reserves for contingencies and litigation; and the fair value and accounting treatment of financial instruments. The Company bases its estimates on the Company's historical experience and on various other assumptions that are believed to be reasonable under the circumstances. Accordingly, actual results may differ significantly from these estimates under different assumptions or conditions.

## **Principles of Consolidation**

The Consolidated Financial Statements include the accounts of Newmont Mining Corporation and its more-than-50%-owned subsidiaries that it controls. The Company also includes its pro-rata share of assets, liabilities and operations for unincorporated joint ventures in which it has an interest. All significant intercompany balances

**Table of Contents**

**NEWMONT MINING CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

and transactions have been eliminated. The functional currency for the majority of the Company's operations, including the Australian operations, is the U.S. dollar. The functional currency of the Canadian operations is the Canadian dollar. The results of operations of Normandy Mining Limited and Franco-Nevada Mining Corporation Limited have been included in the accompanying Consolidated Financial Statements from February 16, 2002 forward (see Note 3).

**Cash and Cash Equivalents**

Cash and cash equivalents consist of all cash balances and highly liquid investments with an original maturity of three months or less. Because of the short maturity of these investments, the carrying amounts approximate their fair value. Cash and cash equivalents are invested in United States Treasury bills and high-quality commercial paper. At December 31, 2003, the Company included restricted cash of \$16.7 million and \$7.2 million in *Other current assets* and *Other long-term assets*, respectively. At December 31, 2002, the Company included restricted cash of \$17.0 million in *Other current assets*. Restricted cash balances primarily relate to project financings for Yanacocha (see Note 13, Project Financings).

**Investments**

Management determines the appropriate classification of its investments in debt and equity securities at the time of purchase and reevaluates such determinations at each balance sheet date. Debt securities are classified as held to maturity when the Company has the positive intent and ability to hold the securities to maturity. Held-to-maturity securities are stated at amortized cost, which approximates market, and include Euro, government and corporate obligations rated AA or higher. The Company had no investments classified as held-to-maturity at December 31, 2003 or 2002, respectively.

Debt securities for which the Company does not have the intent or ability to hold to maturity are classified as available-for-sale, along with any investments in equity securities. Securities classified as available for sale are marked to market at each period end. Changes in value on such securities are recorded, net of tax, as a component of *Other comprehensive income (loss), net of tax*. If declines in value are deemed other than temporary, losses are reflected in *Net income (loss)*.

Investments in incorporated entities in which the Company's ownership is greater than 20% and less than 50%, or which the Company does not control, are accounted for by the equity method and are included in long-term assets. The Company periodically reviews its equity method investments to determine whether a decline in fair value below the carrying amount is other than temporary. In making this determination, the Company considers a number of factors related to the financial condition and prospects of the investee including (i) a decline in the stock price or valuation of the equity investee for an extended period of time, (ii) an inability to recover the carrying amount of the investment or inability of the equity investee to sustain an earnings capacity which would justify the carrying amount of the investment, and (iii) the period of time over which the Company intends to hold the investment. If the decline in fair value is deemed to be other than temporary, the carrying value is written down to fair value. In situations where the fair value of an investment is not evident due to a lack of a public market price or other factors, the Company uses its best estimates and assumptions to arrive at the estimated fair value of such investment, based on future cash flows of the equity investee and other relevant factors. The Company's assessment of the foregoing factors involves a high degree of judgment and



accordingly, actual results may differ materially from the Company's estimates and judgments. The Company's share of the *Other comprehensive income (loss), net of tax* of its equity method investees is included in the Company's consolidated *Other comprehensive income (loss), net of tax*. Additional information concerning the Company's equity method investments is included in Note 10.

**Table of Contents**

**NEWMONT MINING CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Stockpiles, Ore on Leach Pads and Inventories**

As described below, costs that are incurred in or benefit the productive process are accumulated as stockpiles, ore on leach pads and inventories. Stockpiles, ore on leach pads and inventories are carried at the lower of average cost or net realizable value. Net realizable value represents the estimated future sales price of the product based on prevailing and long-term metals prices, less the estimated costs to complete production and bring the product to sale. Write-downs of stockpiles, ore on leach pads and inventories resulting from net realizable value impairments are reported as a component of *Costs applicable to sales*. The current portion of stockpiles, ore on leach pads and inventories is determined based on the expected amounts to be processed within the next twelve months. Stockpiles, ore on leach pads and inventories not expected to be processed within the next twelve months are classified as long-term. The major classifications are as follows:

***Stockpiles***

Stockpiles represent coarse ore that has been extracted from the mine and is available for further processing. Stockpiles are measured by estimating the number of tons (via truck counts and/or in-pit surveys of the ore before stockpiling) added and removed from the stockpile, the number of contained ounces (based on assay data) and the recovery percentage (based on the process for which the ore is destined). Stockpile tonnages are verified by periodic surveys. Stockpiles are valued based on mining costs incurred up to the point of stockpiling the ore, including applicable depreciation, depletion and amortization relating to mining operations. Costs are added to a stockpile based on the current mining cost per ton and removed at the average cost per recoverable ounce of gold in the stockpile.

***Ore on Leach Pads***

The recovery of gold from certain oxide ores is efficiently achieved through the heap leaching process. Under this method, ore is placed on leach pads where it is permeated with a chemical solution, which dissolves the gold contained in the ore. The resulting pregnant solution, which is in in-process inventory, is further processed in a plant where the gold is recovered. For accounting purposes, costs are added to leach pads based on current mining costs, including applicable depreciation, depletion and amortization relating to mining operations. Costs are removed from the leach pad as ounces are recovered in circuit at the leach plant based on the average cost per recoverable ounce of gold on the leach pad.

The engineering estimates of recoverable gold on the leach pads are calculated from the quantities of ore placed on the pads (measured tons added to the leach pads), the grade of ore placed on the leach pads (based on assay data) and a recovery percentage (based on the leach process and ore type). In general, the leach pad production cycles project recoveries of approximately 50% to 95% of the placed recoverable ounces in the first year of leaching, declining each year thereafter until the leaching process is complete.

Although the quantities of recoverable gold placed on the leach pads are reconciled by comparing the grades of ore placed on pads to the quantities of gold actually recovered (metallurgical balancing), the nature of the leaching process inherently limits the ability to precisely monitor inventory levels. As a result, the metallurgical balancing process is constantly monitored and the engineering estimates are refined based on actual results over time. Historically, the Company's operating results have not been materially impacted by variations between the estimated and actual recoverable quantities of gold on its leach pads. At December 31, 2003 and 2002, the weighted-average cost per recoverable ounce of gold on leach pads was \$136 and \$135 per ounce (unaudited), respectively. Variations between actual and estimated quantities resulting from changes in assumptions and estimates that do not result in write-downs to net realizable value are accounted for on a prospective basis. The ultimate recovery of gold from a pad will not be known until the leaching process is concluded. Based on current

**Table of Contents**

**NEWMONT MINING CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

mine plans, the Company expects to place the last ton of ore on its current leach pads at dates ranging from 2005 to 2019 (unaudited). Including the estimated time required for residual leaching, rinsing and reclamation activities, the Company expects that its leaching operations will terminate within approximately nine years (unaudited) following the date that the last ton of ore is placed on the leach pad.

The current portion of ore on leach pads is determined based on engineering estimates of the quantities of gold at the balance sheet date that are expected to be recovered during the next twelve months.

***In-process Inventory***

In-process inventories represent materials that are currently in the process of being converted to a saleable product. Conversion processes vary depending on the nature of the ore and the specific mining operation, but include mill in-circuit, leach in-circuit, flotation and column cells, and carbon in-pulp inventories. In-process material is measured based on assays of the material fed into process and the projected recoveries of the respective plants. In-process inventories are valued at the average cost of the material fed to process attributable to the source material coming from the mines, stockpiles and/or leach pads plus the in-process conversion costs, including applicable depreciation relating to the process facilities incurred to that point in the process.

***Precious Metals Inventory***

Precious metals inventories include gold doré and/or gold bullion. Precious metals that are received as in kind payments of royalties are valued at fair value on the date title is transferred to the Company. Precious metals that result from the Company's mining and processing activities are valued at the average cost of the respective in-process inventories incurred prior to the refining process, plus applicable refining costs.

***Materials and Supplies***

Materials and supplies are valued at the lower of average cost or net realizable value. Cost includes applicable taxes and freight.

***Property, Plant and Mine Development***

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Expenditures for new facilities or equipment and expenditures that extend the useful lives of existing facilities or equipment are capitalized and depreciated using the straight-line method at rates sufficient to depreciate such costs over the estimated productive lives, which do not exceed the related estimated mine lives, of such facilities based on proven and probable reserves.

Mineral exploration costs are expensed as incurred. When it has been determined that a mineral property can be economically developed as a result of establishing proven and probable reserves, costs incurred prospectively to develop the property are capitalized as incurred and are amortized using the units-of-production ( UOP ) method over the estimated life of the ore body based on estimated recoverable ounces mined from proven and probable reserves. At the Company's surface mines, these costs include costs to further delineate the ore body and remove overburden to initially expose the ore body. At the Company's underground mines, these costs include the cost of building access ways, shaft sinking and access, lateral development, drift development, ramps and infrastructure development.

Major development costs incurred after the commencement of production are amortized using the UOP method based on estimated recoverable ounces mined from proven and probable reserves. To the extent that

**Table of Contents**

**NEWMONT MINING CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

these costs benefit the entire ore body, they are amortized over the estimated life of the ore body. Costs incurred to access specific ore blocks or areas that only provide benefit over the life of that area are amortized over the estimated life of that specific ore area.

Ongoing development expenditures to maintain production are charged to operations as incurred. Repair and maintenance costs incurred in connection with major maintenance activities are charged to operations as incurred.

During the third quarter of 2002, Newmont changed its accounting policy, retroactive to January 1, 2002, with respect to *Depreciation, depletion and amortization* ( DD&A ) of *Property, plant and mine development, net* to exclude future estimated development costs expected to be incurred for certain underground operations. Previously, the Company had included these costs and associated reserves in its DD&A calculations at certain of its underground mining operations. In addition, the Company further revised its policy such that costs incurred to access specific ore blocks or areas that only provide benefit over the life of that area are depreciated, depleted or amortized over the reserves associated with the specific ore area. These changes were made to better match DD&A with the associated ounces of gold sold and to remove the inherent uncertainty in estimating future development costs in arriving at DD&A rates (see Note 24).

Interest expense allocable to the cost of developing mining properties and to constructing new facilities is capitalized until assets are ready for their intended use.

The Company accounts for computer software costs in accordance with FASB Statement of Position 98-1 ( SOP 98-1 ) Accounting for the Costs of Computer Software Developed or Obtained for Internal Use. Internal use software is defined as software that is acquired, internally developed or modified solely to meet the Company's needs and for which no substantive plan exists or is being developed to market the software externally. SOP 98-1 also defines which costs incurred should be capitalized or expensed based on the stage of the project and requires impairment testing (see discussion below regarding asset impairment). For more information see Note 8.

**Mineral Interests and Other Intangible Assets**

Mineral interests and other intangible assets include acquired mineral use rights and royalty interests in *production, development and exploration stage* properties. The amount capitalized related to a mineral or royalty interest represents its fair value at the time it was acquired, either as an individual asset purchase or as a part of a business combination.

***Mineral Interests***

Intangible assets related to mineral interests represent mineral use rights for parcels of land not owned by the Company. The Company's intangible assets represent mineral use rights related to production, development or exploration stage properties, and the value of such intangible assets is primarily driven by the nature and amount of mineralized material believed to be contained, or potentially contained, in such properties. Production stage mineral interests represent interests in operating properties that contain proven and probable reserves. Development stage mineral interests represent interests in properties under development that contain proven and probable reserves. Exploration stage mineral interests represent interests in properties that are believed to potentially contain mineralized material consisting of (i) other mineralized material such as inferred material within pits; measured, indicated and inferred material with insufficient drill spacing to qualify as proven and probable reserves; and inferred material in close proximity to proven and probable reserves; (ii) around-mine

**Table of Contents**

**NEWMONT MINING CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

exploration potential such as inferred material not immediately adjacent to existing reserves and mineralization but located within the immediate mine infrastructure; (iii) other mine-related exploration potential that is not part of measured, indicated or inferred material and is comprised mainly of material outside of the immediate mine area; or (iv) greenfields exploration potential that is not associated with any other production, development or exploration stage property, as described above. The Company's mineral use rights generally are enforceable regardless of whether proven and probable reserves have been established. In certain limited situations, the nature of a use right changes from an exploration right to a mining right upon the establishment of proven and probable reserves. The Company has the ability and intent to renew mineral use rights where the existing term is not sufficient to recover all identified and valued proven and probable reserves and/or undeveloped mineralized material.

***Royalty Interests***

Newmont's royalty interests are generally in the form of a net smelter return ( NSR ) royalty, which provides for the payment either in cash or physical metal ( in kind ) of a specified percentage of production from parcels of land not owned by the Company, less certain specified transportation and refining costs. In some cases, Newmont owns a net profit interest ( NPI ) pursuant to which Newmont is entitled to a specified percentage of the net profits, as defined in each case, from a particular mining operation not owned by the Company. The majority of NSR royalty revenue and NPI revenue can be received in kind (generally in the form of gold bullion) at the option of Newmont. As detailed further in Note 9, the Company owns royalty interests in *production*, *development* and *exploration stage* properties.

***Amortization***

Intangible assets associated with production stage mineral and royalty interests are amortized over the life-of-mine using the UOP method in order to match the amortization with the expected underlying future cash flows. Intangible assets associated with development stage mineral and royalty interests are not amortized until such time as the underlying property is converted to the production stage. With respect to intangible assets associated with exploration stage mineral interests, (i) the excess of the carrying value over the residual value of intangible assets related to other mineralized material, around-mine exploration potential and other mine-related exploration potential is amortized on a straight-line basis over the period that the Company expects to convert, develop or further explore the underlying properties (which period is generally equal to the applicable life-of-mine); and (ii) the excess of the carrying value over the residual value of intangible assets related to greenfields exploration potential is amortized on a straight-line basis over the period in which Newmont expects to complete its exploration process. Intangible assets associated with exploration stage royalty interests are amortized on a straight-line basis over a ten-year life that is intended to represent the estimated weighted-average period that the underlying properties will be converted, developed or further explored.

Residual values for exploration stage mineral interests represent the expected fair value of the interests at the time the Company plans to convert, develop, further explore or dispose of the interests. The residual values range from zero to 90% of the gross carrying value of the respective exploration stage mineral interests. Residual values are determined for each individual property based on the fair value of the exploration stage mineral interest, and the nature of, and the Company's relative confidence in, the mineralized material believed to be contained, or potentially contained, in the underlying property. Such values are based on (i) discounted cash flow analyses for those properties characterized as other mineralized material and around-mine exploration potential, and (ii) recent transactions involving similar properties for those properties characterized as other mine-related exploration potential and greenfields exploration potential. Based on its knowledge of the secondary market



that exists for the purchase and sale of mineral properties, the Company believes that both methods result in a

**Table of Contents**

**NEWMONT MINING CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

residual value that is representative of the amount that the Company could expect to receive if the property were sold to a third party. When an exploration stage mineral interest is converted to a development or production stage mineral interest, the residual value is reduced to zero for purposes of calculating UOP amortization. Residual values are assumed to be zero for the Company's royalty interests.

The expected useful lives and residual values used in amortization calculations are determined based on the facts and circumstances associated with each individual mineral or royalty interest.

The Company evaluates the remaining amortization period for each individual mineral interest on a quarterly basis. Residual values are evaluated on at least an annual basis. Any changes in estimates of useful lives and residual values are accounted for prospectively from the date of the change in accordance with Accounting Principles Board (APB) Opinion No. 20 Accounting Changes.

For additional disclosures, see Note 9.

**Asset Impairment**

***Long-lived Assets***

The Company reviews and evaluates its long-lived assets for impairment when events or changes in circumstances indicate that the related carrying amounts may not be recoverable. An impairment is considered to exist if the total estimated future cash flows on an undiscounted basis are less than the carrying amount of the asset. An impairment loss is measured and recorded based on discounted estimated future cash flows. Future cash flows are estimated based on quantities of recoverable minerals, expected gold and other commodity prices (considering current and historical prices, price trends and related factors), production levels and cash costs of production and capital, all based on detailed engineering life-of-mine plans. The term recoverable minerals refers to the estimated amount of gold and other commodities that will be obtained from proven and probable reserves and all related exploration stage mineral interests (except for other mine-related exploration potential and greenfields exploration potential discussed separately below) after taking into account losses during ore processing and treatment. Estimates of recoverable minerals from such related exploration stage mineral interests will be risk adjusted based on management's relative confidence in such materials. In estimating future cash flows, assets are grouped at the lowest level for which there are identifiable cash flows that are largely independent of cash flows from other asset groups. With the exception of other mine-related exploration potential and greenfields exploration potential, all assets at an operating segment are considered together for purposes of estimating future cash flows. In the case of mineral interests associated with other mine-related exploration potential and greenfields exploration potential, cash flows and fair values are individually evaluated based primarily on recent exploration results and recent transactions involving sales of similar properties. Assumptions underlying future cash flow estimates are subject to risks and uncertainties.

***Goodwill***

The Company evaluates, on at least an annual basis, the carrying amount of goodwill to determine whether current events and circumstances indicate that such carrying amount may no longer be recoverable. To accomplish this, the Company compares the fair value of its reporting units to their carrying amounts. If the carrying value of a reporting unit were to exceed its fair value, the Company would perform the second step of the impairment test. In the second step, the Company would compare the implied fair value of the reporting unit's goodwill to its carrying amount and any excess of the carrying value over the fair value would be charged to operations. Assumptions underlying fair value estimates are subject to risks and uncertainties.

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**Table of Contents**

**NEWMONT MINING CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Revenue Recognition**

Newmont recognizes revenue from a sale when the price is determinable, the product has been delivered, the title has been transferred to the customer and collection of the sales price is reasonably assured. Revenues from silver and other by-product sales are credited to *Costs applicable to sales* as a by-product credit. Royalty revenue received in kind (generally in the form of gold bullion) is recognized based on the fair value on the date that title is transferred to the Company.

**Deferred Stripping Costs**

In general, mining costs are charged to *Costs applicable to sales* as incurred. However, at open pit mines, which have diverse grades and waste-to-ore ratios over the mine life, the Company defers and amortizes certain mining costs on a UOP basis over the life of the mine. These mining costs, which are commonly referred to as deferred stripping costs, are incurred in mining activities that are normally associated with the removal of waste rock. The deferred stripping accounting method is generally accepted in the mining industry where mining operations have diverse grades and waste-to-ore ratios; however, industry practice does vary. Deferred stripping matches the costs of production with the sale of such production at the Company's operations where it is employed, by assigning each ounce of gold with an equivalent amount of waste removal cost. If the Company were to expense stripping costs as incurred, there could be greater volatility in the Company's period-to-period results of operations.

At the Company's gold mining operations, deferred stripping costs are charged to *Costs applicable to sales* as gold is produced and sold using the UOP method based on estimated recoverable ounces of proven and probable gold reserves, using a stripping ratio calculated as the ratio of total tons to be moved to total proven and probable ore reserves, which results in the recognition of the costs of waste removal activities over the life of the mine as gold is produced (see Note 31). The application of the deferred stripping accounting method generally results in an asset on the *Consolidated Balance Sheets (Deferred stripping costs)*, although a liability will arise if the actual stripping ratio incurred to date is less than the expected waste-to-ore ratio over the life of the mine.

The average remaining life of the open pit mine operations where the Company defers mining costs is between five and six years, which represents the average time period over which the deferred stripping costs will be amortized. The amortization of deferred stripping costs is reflected in the income statement over the remaining life of the open pit mine operations so that no unamortized balance remains at mine closure. Cash flows from the Company's individual mining operations are reviewed regularly, and at least annually, for the purpose of assessing whether any write-downs to the deferred stripping cost balances are required.

Newmont has classified these costs as *Deferred stripping costs* on the Consolidated Balance Sheets. Total deferred stripping costs as of December 31, 2003 and 2002 were \$90.4 million and \$55.4 million, respectively, including current portions of \$60.1 million and \$32.1 million, respectively. Additions to deferred stripping costs are included as a component of *Amortization of deferred stripping costs, net in Operating activities* in the *Statements of Consolidated Cash Flows*. Net additions (subtractions) to deferred stripping costs for the years ended as of December 31, 2003, 2002 and 2001 were \$36.5 million, \$(37.2) million and \$(37.4) million, respectively.

**Reclamation and Remediation Costs (Asset Retirement Obligations)**

In August 2001, the Financial Accounting Standards Board ( FASB ) issued Statement of Financial Accounting Standards ( SFAS ) No. 143, Accounting for Asset Retirement Obligations, which established a uniform methodology for accounting for estimated reclamation and abandonment costs. The statement was

**Table of Contents**

**NEWMONT MINING CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

adopted January 1, 2003, when the Company recorded the estimated present value of reclamation liabilities and increased the carrying amount of the related asset, which resulted in a net expense for the cumulative effect of a change in accounting principle of \$34.5 million (see Note 14). The reclamation costs will be allocated to expense over the life of the related assets and will be adjusted for changes resulting from the passage of time and revisions to either the timing or amount of the original present value estimate.

Prior to adoption of SFAS No. 143, estimated future reclamation costs were based principally on legal and regulatory requirements. Such costs related to active mines were accrued and charged over the expected operating lives of the mines using the UOP method based on proven and probable reserves. Future remediation costs for inactive mines were accrued based on management's best estimate at the end of each period of the undiscounted costs expected to be incurred at a site. Such cost estimates included, where applicable, ongoing care, maintenance and monitoring costs. Changes in estimates at inactive mines were reflected in earnings in the period an estimate was revised.

**Income and Mining Taxes**

The Company accounts for income taxes using the liability method, recognizing certain temporary differences between the financial reporting basis of the Company's liabilities and assets and the related income tax basis for such liabilities and assets. This method generates a net deferred income tax liability or net deferred income tax asset for the Company as of the end of the year, as measured by the statutory tax rates in effect as enacted. The Company derives its deferred income tax charge or benefit by recording the change in the net deferred income tax liability or net deferred income tax asset balance for the year. Mining taxes represent Canadian provincial taxes levied on mining operations and are classified as income taxes, as such taxes are based on a percentage of mining profits. With respect to the earnings that the Company derives from the operations of its consolidated subsidiaries, in those situations where the earnings are indefinitely reinvested, no deferred taxes have been provided on the unremitted earnings (including the excess of the carrying value of the net equity of such entities for financial reporting purposes over the tax basis of such equity) of these consolidated companies.

The Company's deferred income tax assets include certain future tax benefits. The Company records a valuation allowance against any portion of those deferred income tax assets when it believes, based on the weight of available evidence, it is more likely than not that some portion or all of the deferred income tax asset will not be realized.

**Foreign Currency**

The functional currency for the majority of the Company's operations, including the Australian operations, is the U.S. dollar. The functional currency of the Canadian operations is the Canadian dollar. All assets and liabilities recorded in functional currencies other than U.S. dollars are translated at current exchange rates. The resulting adjustments are charged or credited directly to *Accumulated other comprehensive income (loss)* in *Stockholders' equity*. Revenues and expenses in foreign currencies are translated at the weighted-average exchange rates for the period. All realized and unrealized transaction gains and losses are included in income in *Dividends, interest income, foreign currency exchange and other income*. References to A\$ refers to Australian currency, CDN\$ to Canadian currency, CHF to Swiss currency, NZD\$ to New Zealand currency and \$ or U.S.\$ to United States currency.



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**Table of Contents**

**NEWMONT MINING CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Sales Contracts, Commodity and Derivative Instruments**

Derivative contracts qualifying as normal purchases and sales are accounted for under deferral accounting. Gains and losses arising from a change in the fair value of a contract before the contract's designated delivery date are not recorded, and the contract price is recognized in *Sales* following settlement of the contract by physical delivery of production to the counterparty at contract maturity.

The fair values of derivative contracts qualifying as cash flow hedges are reflected as assets or liabilities in the balance sheet. To the extent these hedges are effective in offsetting forecasted cash flows from the sale of production or outflows related to by-product credits or production costs (the effective portion), changes in fair value are deferred in *Accumulated other comprehensive income (loss)* (OCI). Amounts deferred in OCI are reclassified to *Sales* or to *Costs applicable to sales*, as applicable, when the hedged transaction has occurred. The ineffective portion of the change in the fair value of the derivative is recorded in *Gain (loss) on derivative instruments, net* in each period.

When derivative contracts qualifying as cash flow hedges are settled, accelerated or restructured before the maturity date of the contracts, the accumulated OCI at the settlement date is deferred and reclassified to *Sales* when the originally designated hedged transaction occurs.

The fair values of derivative contracts qualifying as fair value hedges are reflected as assets or liabilities in the balance sheet. Changes in fair value are recorded in income in each period, consistent with recording changes to the mark-to-market value of the underlying hedged asset or liability in income. Changes in the mark-to-market value of the effective portion of interest rate swaps utilized by the Company to reduce interest rate risks are recognized as a component of *Interest, net of capitalized interest*.

The fair value of all derivative contracts that do not qualify as hedges are reflected as assets or liabilities, with the change in fair value recorded in *Gain (loss) on derivative instruments, net*, except for changes in fair value of foreign currency exchange contracts, which are recorded in *Dividends, interest income, foreign currency exchange and other income*.

Effective January 1, 2001, the Company adopted SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activities*, which requires recognition of all derivative instruments on the balance sheet as either assets or liabilities and measurement at fair value. Changes in the derivative instrument's fair value are required to be recognized currently in earnings unless specific hedge accounting criteria are met. Gains and losses on derivative hedging instruments must be recorded in either *Other comprehensive income (loss), net of tax* or *Net income (loss)*, depending on the nature of the instrument. The Company made no substantive changes to its risk management strategy as a result of adopting SFAS No. 133. Derivative instrument documentation policies were revised as necessary to comply with the new standard.



**Table of Contents****NEWMONT MINING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****Stock Option Expense**

The Company applies the intrinsic value method in accordance with Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees, and related interpretations in accounting for stock options. Accordingly, because stock option exercise prices equal the market value on the date of grant, no compensation cost has been recognized for its stock options. Had compensation cost for the options been determined based on market value at grant dates as prescribed by SFAS No. 123, Accounting for Stock Based Compensation, the Company's net income and net income per common share would have been the pro forma amounts indicated below (unaudited, in millions, except per share data):

	<b>Year Ended December 31,</b>		
	<b>2003</b>	<b>2002</b>	<b>2001</b>
<b>Net income (loss) applicable to common shares:</b>			
As reported	\$ 475.7	\$ 154.3	\$ (54.1)
SFAS 123 expense	(15.3)	(9.8)	(1.5)
<b>Pro forma</b>	<b>\$ 460.4</b>	<b>\$ 144.5</b>	<b>\$ (55.6)</b>
<b>Net income (loss) per common share, basic</b>			
As reported	\$ 1.16	\$ 0.42	\$ (0.28)
SFAS 123 expense	(0.04)	(0.03)	0.00
<b>Pro forma</b>	<b>\$ 1.12</b>	<b>\$ 0.39</b>	<b>\$ (0.28)</b>
<b>Net income (loss) per common share, diluted</b>			
As reported	\$ 1.15	\$ 0.41	\$ (0.28)
SFAS 123 expense	(0.04)	(0.03)	0.00
<b>Pro forma</b>	<b>\$ 1.11</b>	<b>\$ 0.38</b>	<b>\$ (0.28)</b>

For purposes of determining the pro forma amounts, the fair value of each option grant was estimated on the date of the grant using the Black-Scholes option-pricing model with the following assumptions for 2003, 2002 and 2001, respectively: weighted-average risk-free interest rates of 3.7%, 3.4% and 4.9%; dividend yields of 0.5%, 0.5% and 0.6%; expected lives of seven years, eight years and nine years; and volatility of 44%, 51% and 49%.

Compensation costs included in the pro forma amounts reflect only fair values of options granted after January 1, 1995. These amounts may not be indicative of actual results had the Company used fair-value-based accounting for stock options.

### **Earnings (Loss) Per Common Share**

Basic and diluted earnings or (loss) per share are presented for *Net income (loss)* and, if applicable, for *Income (loss) before the cumulative effect of a change in accounting principle*. Basic earnings or (loss) per share is computed by dividing *Net income (loss)* by the weighted-average number of outstanding common shares for the period, including the Newmont exchangeable shares (see Note 17). Diluted earnings per share reflects the potential dilution that could occur if securities or other contracts that may require the issuance of common shares in the future were converted. Diluted earnings per share is computed by increasing the weighted-average number of outstanding common shares to include the additional common shares that would be outstanding after conversion and adjusting net income for changes that would result from the conversion. Only those securities or other contracts that result in a reduction in earnings per share are included in the calculation.

**Table of Contents**

**NEWMONT MINING CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Comprehensive Income**

In addition to *Net income (loss)*, *Comprehensive income (loss)* includes all changes in equity during a period, such as adjustments to minimum pension liabilities, foreign currency translation adjustments, the effective portion of changes in fair value of derivative instruments that qualify as cash flow hedges and cumulative unrecognized changes in fair value of marketable securities available-for-sale or other investments, except those resulting from investments by and distributions to owners.

**Recent Accounting Pronouncements**

In January 2003, the FASB issued FASB Interpretation No. 46 ( FIN 46 ), Consolidation of Variable Interest Entities, which provides guidance on the identification and reporting for entities over which control is achieved through means other than voting rights. FIN 46 defines such entities as variable interest entities ( VIEs ). A FASB Staff Position issued in October 2003 deferred the effective date of FIN 46 to the first interim or annual period ending after December 15, 2003 for entities created before February 1, 2003 if certain criteria are met. Subsequently, during December 2003, the FASB issued FIN 46R which replaces the original interpretation. Application of this revised interpretation is required in financial statements for companies that have interests in VIEs or potential VIEs commonly referred to as special-purpose entities for periods ending after December 15, 2003. Application for all other types of entities is required in financial statements for periods ending after March 15, 2004.

As of December 31, 2003, Newmont had an interest in an entity considered to be a special-purpose entity, QMC Finance Pty Ltd. ( QMC ). Newmont has not consolidated QMC, however, as Newmont is not the primary beneficiary of QMC as defined by FIN 46R. For a complete discussion regarding Newmont's interest in and activities with QMC, see Note 10.

Newmont has evaluated the impact FIN 46R will have on its financial statements for any other VIE in which the Company has an interest that is not considered to be a special-purpose entity and that was created before December 31, 2003. Newmont has identified the Batu Hijau operation as a VIE because of certain capital structures and contractual relationships. Newmont has also determined that it is the primary beneficiary of the Batu Hijau operation. Therefore, Newmont expects to consolidate Batu Hijau effective January 1, 2004. For a complete discussion regarding Newmont's interest in and activities with Batu Hijau, see Note 10.

In April 2003, the FASB issued SFAS No. 149 Amendment of Statement 133 on Derivative Instruments and Hedging Activities to amend and clarify financial accounting and reporting for derivative instruments, including certain derivative instruments embedded in other contracts and for hedging activities. The changes in this statement improve financial reporting by requiring that contracts with comparable characteristics be accounted for similarly to achieve more consistent reporting of contracts as either derivative or hybrid instruments. SFAS 149 is effective for contracts entered into or modified after June 30, 2003. SFAS 149 did not have any impact on the Company's financial position or results of operations at December 31, 2003, or for the year then ended.

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In May 2003, the FASB issued SFAS No. 150, Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity providing guidance regarding classification of freestanding financial instruments as liabilities (or assets in some circumstances). SFAS 150 was originally effective for financial instruments entered into or modified after May 31, 2003, and otherwise at the beginning of the first interim period beginning after June 15, 2003, and was to be applied prospectively. However, on October 29, 2003, the FASB decided to defer the provisions of paragraphs nine and ten of SFAS 150 as they apply to

**Table of Contents**

**NEWMONT MINING CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

mandatorily redeemable noncontrolling interests. These provisions require that mandatorily redeemable minority interests within the scope of SFAS 150 be classified as a liability on the parent company's financial statements in certain situations, including when a finite-lived entity is consolidated. The deferral of those provisions is expected to remain in effect while these interests are addressed in either Phase II of the FASB's Liabilities and Equity Project or Phase II of the FASB's Business Combinations Project. The FASB also decided to (i) preclude any early adoption of the provisions of paragraphs nine and ten for these non-controlling interests during the deferral period; and (ii) require the restatement of any financial statements that have been issued where these provisions were applied to mandatorily redeemable noncontrolling interests. SFAS 150 is not expected to have any impact on the Company's financial position or results of operations.

During December 2003, the FASB issued SFAS No. 132 (revised 2003) Employers' Disclosures about Pensions and Other Postretirement Benefits. This revised statement, which expands required disclosures, is effective for fiscal years ending after December 15, 2003 with the exception of estimated future benefit payments disclosure, which is effective for fiscal years ending after June 15, 2004. Newmont adopted this statement as of December 31, 2003, and has included the appropriate disclosures in its financial statements at December 31, 2003 (see Note 20).

The Emerging Issues Task Force (EITF) formed a committee to evaluate certain mining industry accounting issues, including issues arising from the application of SFAS No. 141, Business Combinations (SFAS No. 141) and SFAS No. 142, Goodwill and Other Intangible Assets (SFAS No. 142) to business combinations within the mining industry, accounting for goodwill and other intangibles and the capitalization of costs after the commencement of production, including deferred stripping. The issues to be discussed also include whether mineral interests conveyed by leases represent tangible or intangible assets and the amortization of such assets. The Company believes that its accounting for its mineral interests conveyed by leases is in accordance with generally accepted accounting principles. However, the Company cannot predict whether the deliberations of the EITF will ultimately modify or otherwise result in new accounting standards or interpretations thereof that differ from the Company's current practices.

**Reclassifications**

Certain amounts in prior years have been reclassified to conform to the 2003 presentation.

**NOTE 3 ACQUISITIONS AND MERGERS**

**Turquoise Ridge**

In December 2003, Newmont formed a joint venture with a subsidiary of Placer Dome Inc. (Placer Dome) under which Newmont acquired a 25% interest in the Turquoise Ridge and Getchell mines, in return for providing up to 2,000 tons per day of milling capacity at Newmont's Twin Creeks facility in Nevada and the extinguishment of the 2% Net Smelter Return royalty payable by Placer Dome as it relates to the joint venture's

property. Placer Dome operates the joint venture. The carrying amount of the extinguished royalty was approximately \$8.2 million at the date of closing.

#### **Newmont NFM Limited Scheme of Arrangement**

On April 2, 2003, the shareholders of Normandy NFM Limited (an Australian corporation trading at that time as Newmont NFM on the Australian Stock Exchange or ASX ) voted to approve a proposed scheme of arrangement under which Newmont NFM would become an indirect, wholly-owned subsidiary of Newmont Mining Corporation, through the acquisition of the remaining minority interest of Newmont NFM. Under the

**Table of Contents**

**NEWMONT MINING CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

terms of the scheme, Newmont NFM shareholders could elect to receive 4.40 ASX listed Newmont Mining Corporation CHES Depositary Interests ( CDIs ), with each CDI equivalent to 0.1 Newmont Mining Corporation share of common stock. As an alternative to receiving Newmont Mining Corporation CDIs, shareholders could sell their Newmont NFM shares back to Newmont NFM under a concurrent buy-back offer of A\$16.50 per Newmont NFM share. On April 29, 2003, Newmont Mining Corporation issued 4,437,506 shares of common stock to the CHES Depositary Nominees Pty Ltd, and in turn, 44,375,060 CDIs were issued to former Newmont NFM shareholders. The market value of the newly issued Newmont Mining Corporation shares was approximately \$105 million, based on the average quoted value of the shares of common stock of \$23.58 two days before and after November 28, 2002, the date the terms of the transaction were agreed upon and announced. The market value of the issued equity securities, together with the cash consideration paid to those shareholders who elected to accept the buy-back offer of approximately \$10 million (including transaction costs), resulted in a total purchase price of approximately \$115 million. The transaction was accounted for as a purchase of minority interest in accordance with SFAS No. 141 in the second quarter of 2003. Newmont NFM was delisted from the ASX in April 2003. Newmont performed a purchase price allocation that gave rise to goodwill of \$93.3 million arising from the acquired interest.

**Normandy and Franco-Nevada**

On February 16, 2002, pursuant to a Canadian Plan of Arrangement, Newmont acquired 100% of Franco-Nevada Mining Corporation Limited ( Franco-Nevada ) in a stock-for-stock transaction in which Franco-Nevada common stockholders received 0.8 of a share of Newmont common stock, or 0.8 of a Canadian exchangeable share (exchangeable for Newmont common shares), for each common share of Franco-Nevada. The exchangeable shares are substantially equivalent to Newmont common shares. On February 20, 2002, Newmont obtained control of Normandy Mining Limited ( Normandy ) through a tender offer for all of the ordinary shares of Normandy. For accounting purposes, the effective date of the Normandy acquisition was the close of business on February 15, 2002, when Newmont received an irrevocable tender from shareholders for more than 50% of the outstanding shares of Normandy. Accordingly, the results of operations of Normandy and Franco-Nevada have been included in the accompanying Consolidated Financial Statements from February 16, 2002 forward. On February 26, 2002, when the tender offer for Normandy expired, Newmont controlled more than 96% of Normandy s outstanding shares. Newmont exercised its rights to acquire the remaining shares of Normandy in April 2002. Consideration paid for Normandy included 3.85 shares of Newmont common stock for every 100 ordinary shares of Normandy (including ordinary shares represented by American depository receipts) plus A\$0.50 per Normandy share, or the U.S. dollar equivalent of that amount for Normandy stockholders outside Australia.

Normandy was Australia s largest gold company with interests in 16 development-stage or operating mining properties worldwide. Franco-Nevada was the world s leading precious minerals royalty company and had interests in other investments in the mining industry. Following the February 2002 acquisitions, Normandy was renamed Newmont Australia Limited and Franco-Nevada was renamed Newmont Mining Corporation of Canada Limited.

The purchase price for these acquisitions totaled \$4.3 billion, comprised of 197.0 million Newmont shares (or share equivalents), \$461.7 million in cash and approximately \$90.3 million of direct costs. The value of Newmont shares (or share equivalents) was \$19.01 per share based on the average market price of the shares over the two-day period before and after January 2, 2002, the last trading day before the final and revised terms for the Normandy and Franco-Nevada acquisitions were announced.





**Table of Contents****NEWMONT MINING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The combination of Newmont, Normandy and Franco-Nevada was designed to create a platform for growth and for delivering superior returns to shareholders. With a larger global operating base, a broad and balanced portfolio of development projects and a stable income stream from mineral royalties and investments, the combined company has opportunities to optimize returns, realize synergies through rationalization of corporate overhead and exploration programs, realize operating efficiencies, reduce operating and procurement costs and reduce interest expense and income taxes.

The acquisitions were accounted for using the purchase method of accounting whereby identifiable assets acquired and liabilities assumed were recorded at their fair market values as of the date of acquisition. The excess of the purchase price over such fair value was recorded as goodwill. In accordance with SFAS No. 142, goodwill was assigned to specific reporting units. The acquisitions resulted in approximately \$3.0 billion of goodwill, primarily related to the merchant banking business, Normandy's exploration programs and expertise, and expected synergies. In conjunction with the preparation of the Consolidated Financial Statements for 2002, the Company finalized the purchase price allocation for the Normandy and Franco-Nevada acquisitions.

The following reflects the final purchase price allocation for the acquisition of 100% of Normandy (in millions, except per share data):

Shares of Newmont common stock issued to Normandy stockholders, including shares attributable to Franco-Nevada's 19.8% investment in Normandy	86.5
Value of Newmont stock per share	\$ 19.01
	<hr/>
Fair value of Newmont common stock issued	\$ 1,644.2
Plus Cash consideration of A\$0.50 per share	461.7
Plus Fair value of Normandy stock options cancelled by Newmont	5.9
Plus Estimated direct acquisition costs incurred by Newmont	61.3
	<hr/>
Total Purchase Price	\$ 2,173.1
Plus Fair value of liabilities assumed by Newmont:	
Current liabilities, excluding accrued acquisition costs and settlement of stock options	191.6
Long-term debt, including current portion	913.7
Derivative instrument liabilities	422.8
Deferred tax liabilities	400.6
Other long-term liabilities	373.7
Minority interests acquired	33.8
Less Fair value of assets acquired by Newmont:	
Current assets	(350.0)
Property, plant and equipment	(493.1)
Intangible assets	
Production stage mineral interests	(340.4)
Development stage mineral interests	(92.8)
Exploration stage mineral interests	(589.3)
Other intangible assets	(12.9)
Equity investments in mining operations	(222.1)
Deferred tax assets	(308.5)

Other long-term assets	(205.9)
Residual purchase price allocated to goodwill	\$ 1,894.3

**Table of Contents****NEWMONT MINING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following reflects the final purchase price allocation for the acquisition of 100% of Franco-Nevada (in millions, except per share data):

Shares of Newmont common stock (or equivalents) issued to Franco-Nevada stockholders, excluding shares attributable to Franco-Nevada's 19.8% investment in Normandy	110.5
Value of Newmont stock per share	\$ 19.01
	<hr/>
Fair value of Newmont common stock issued	\$ 2,101.6
Plus Fair value of Franco-Nevada options assumed by Newmont	30.3
Plus Fair value of Franco-Nevada warrants assumed by Newmont	13.3
Plus Estimated direct acquisition costs incurred by Newmont	29.0
	<hr/>
Total Purchase Price	\$ 2,174.2
Plus Fair value of liabilities assumed by Newmont:	
Current liabilities, excluding accrual of acquisition costs	16.5
Deferred tax liability	101.3
Other liabilities	121.4
Less Fair value of assets acquired by Newmont:	
Current assets	(704.3)
Intangible mining royalty interests	(351.4)
Investments in affiliated companies and other (excluding the 19.8% interest in Normandy)	(227.4)
	<hr/>
Residual purchase price allocated to goodwill	\$ 1,130.3
	<hr/>

The purchase price allocation was completed based upon independent appraisals performed by Behre Dolbear and Company, Inc., a mineral industry consulting firm ( Behre Dolbear ), and the acquired assets and assumed liabilities of Normandy and Franco-Nevada were recorded at fair market value.

**Normandy**

Significant elements of the final Normandy allocation are as follows: (i) property, plant and equipment was adjusted to estimated fair value based on the replacement cost of land, buildings and equipment; (ii) intangible assets associated with mineral and royalty interests were adjusted to fair value based on estimated future cash flows or recent transactions involving sales of similar properties, depending on the nature of the underlying property, as further described below; and (iii) other long-term liabilities were adjusted to the fair value of reclamation and remediation liabilities.

With the exception of intangible assets associated with interests in certain exploration stage properties that are characterized as having other mine-related exploration potential and greenfields exploration potential, intangible assets associated with mineral and royalty interests were

valued based on future estimated discounted cash flows. Such estimated future cash flows were based on the estimated quantities to be produced at each site, the estimated costs, timing and capital expenditures associated with such production, discount rates that were risk adjusted based on site and country specific risk factors, and the Company's long-term expectations of commodity prices (including an expectation at the time of the acquisitions that a long-term price of \$300 would be realized for each ounce of gold produced) and foreign currency exchange rates at the date of acquisition. The estimated quantities to be produced from applicable categories of exploration stage mineral interests were risk adjusted based on the judgment of the Company and Behre Dolbear, taking into account experience, geology and

**Table of Contents****NEWMONT MINING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

historical conversion rates for each individual property. The interests in properties having other mine-related exploration potential and greenfields exploration potential were valued based on recent transactions involving sales of similar properties.

**Franco-Nevada**

Significant elements in the final Franco-Nevada allocation are as follows: (i) intangible assets associated with royalty interests were adjusted to estimated fair value based on the estimated discounted cash flows of the underlying royalties; and (ii) investments in affiliated companies were adjusted to fair value based on valuations performed by Behre Dolbear.

Newmont allocated the goodwill arising from the Normandy and Franco-Nevada acquisitions primarily to the merchant banking and exploration reporting units based on the valuations of those businesses and to specific mine site reporting units based on the mine-specific synergies arising from the combination of Newmont, Normandy and Franco-Nevada that are expected to be realized in the future. The assignment of goodwill to the Merchant Banking Segment was based on the assumption that, following the acquisition, the Merchant Banking Segment would continue to earn long-term returns consistent with the historical returns on capital earned by Franco-Nevada during the eleven years prior to the acquisition. It was further assumed that the Merchant Banking Segment, which is led by former senior executives of Franco-Nevada, would seek to earn such returns from various transactions such as mergers, acquisitions, joint ventures, investments in royalty interests, the disposal of interests in mining projects and other investing and financing related transactions. The assignment of goodwill to the Exploration Segment was based on the assumption that, following the acquisition, the Exploration Segment would continue Normandy's historical level of increasing proven and probable reserves through new discoveries by combining Normandy's exploration culture, philosophy, expertise and methodologies with those of Newmont. The allocation of goodwill to anticipated synergies at the Company's various mine site reporting units assumes such operational synergies will be realized. The Company does not currently anticipate goodwill related to these acquisitions will be deductible for tax purposes.

The carrying amount of goodwill by reporting unit as of December 31, 2003 and 2002 is summarized in the following table (in millions):

	<b>Nevada</b>	<b>Other North America</b>	<b>Total North America</b>	<b>Yanacocha</b>	<b>Other South America</b>	<b>Total South America</b>
<b>Balance at January 1, 2002</b>	\$	\$	\$	\$	\$	\$
Purchase price allocation for Normandy and Franco-Nevada acquisitions	40.9		40.9			
Impairment losses						
Gain (loss) on disposal of separate reporting units						
<b>Balance at December 31, 2002</b>	40.9		40.9			

Purchase price allocation for Newmont NFM Scheme of Arrangement						
Reversal of valuation allowances for acquired deferred tax assets						
Reduction in pre-acquisition contingency accrual and other						
<b>Balance at December 31, 2003</b>	<b>\$ 40.9</b>	<b>\$</b>	<b>\$ 40.9</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>

## Table of Contents

### NEWMONT MINING CORPORATION

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

	<u>Pajingo</u>	<u>Other Australia</u>	<u>Total Australia</u>	<u>Zarafshan- Newmont</u>	<u>Other International Operations</u>	<u>Total Gold</u>
<b>Balance at January 1, 2002</b>	\$	\$	\$	\$	\$	\$
Purchase price allocation for Normandy and Franco-Nevada acquisitions	56.9	140.8	197.7			238.6
Impairment losses						
Gain (loss) on disposal of separate reporting units						
<b>PBalance at December 31, 2002</b>	<u>56.9</u>	<u>140.8</u>	<u>197.7</u>			<u>238.6</u>
Purchase price allocation for Newmont NFM Scheme of Arrangement		45.8	45.8		47.5	93.3
Reversal of valuation allowances for acquired deferred tax assets		(43.8)	(43.8)			(43.8)
Reduction in pre-acquisition contingency accrual and other						
<b>Balance at December 31, 2003</b>	<u>\$ 56.9</u>	<u>\$ 142.8</u>	<u>\$ 199.7</u>	<u>\$</u>	<u>\$ 47.5</u>	<u>\$ 288.1</u>

	<u>Base Metals</u>	<u>Exploration</u>	<u>Merchant Banking</u>	<u>Corporate and Other</u>	<u>Consolidated</u>
<b>Balance at January 1, 2002</b>	\$	\$	\$	\$	\$
Purchase price allocation for Normandy and Franco-Nevada acquisitions	31.5	1,129.5	1,625.0		3,024.6
Impairment losses					
Gain (loss) on disposal of separate reporting units					
<b>Balance at December, 2002</b>	<u>31.5</u>	<u>1,129.5</u>	<u>1,625.0</u>		<u>3,024.6</u>
Purchase price allocation for Newmont NFM Scheme of Arrangement					93.3
Reversal of valuation allowances for acquired deferred tax assets					(43.8)
Reduction in pre-acquisition contingency accrual and other			(31.5)		(31.5)
<b>Balance at December 31, 2003</b>	<u>\$ 31.5</u>	<u>\$ 1,129.5</u>	<u>\$ 1,593.5</u>	<u>\$</u>	<u>\$ 3,042.6</u>

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During the year ended December 31, 2003, the Company allocated \$45.8 million and \$47.5 million of goodwill arising from the Newmont NFM Scheme of Arrangement to the Tanami operations in the Other Australia Segment and the Martha operations in the Other International Operations Segment, respectively, based on synergies that were expected to be realized at each mine site reporting unit. The Company also reversed valuation allowances for deferred tax assets related to capital loss carry-forwards in Australia due to capital gains generated by the sale of its interest in TVX Newmont Americas, the loss of tax attributes from the extinguishment of NYOL bonds (Note 12), and tax benefits arising from the completion of the Newmont NFM Scheme of Arrangement. The valuation allowances were originally recorded as part of the purchase price allocation for the acquisitions of Normandy and Franco-Nevada and were therefore reversed against goodwill. In addition, during the year ended December 31, 2003, the Company revised its estimate for probable loss relating to a pre-acquisition tax contingency accrual that was originally recorded as part of the purchase price allocation for the acquisition of Normandy and Franco-Nevada.



**Table of Contents****NEWMONT MINING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following unaudited pro forma data reflect the consolidated results of operations of Newmont as if the acquisitions of Normandy and Franco-Nevada had taken place on January 1, 2002 and 2001, respectively (in millions, except per share data):

	<b>Years Ended December 31,</b>	
	<b>2002</b>	<b>2001</b>
	<b>(unaudited)</b>	
Revenues	\$ 2,786.1	\$ 2,621.2
Income (loss) applicable to common shares before cumulative effect of a change in accounting principle	\$ 15.1	\$ (283.6)
Net income (loss) applicable to common shares	\$ 22.8	\$ (283.6)
Basic and diluted income (loss) per common share before cumulative effect of a change in accounting principle	\$ 0.04	\$ (0.72)
Basic and diluted income (loss) per common share	\$ 0.06	\$ (0.72)
Basic weighted-average common shares outstanding	398.7	392.5
Diluted weighted-average common shares outstanding	400.6	392.5

On a pro forma basis during the years ended 2002 and 2001, the net income (loss) includes mark-to-market losses on derivative instruments totaling \$202.4 million and \$33.8 million, respectively, net of tax. The above pro forma amounts do not include the application of hedge accounting prior to the acquisition to significant portions of acquired derivative instruments as hedge accounting documentation was not in place during these periods. The net loss for the year ended December 31, 2001 includes \$60.5 million of expenses, net of tax, associated with Newmont's acquisition of Battle Mountain Gold Company (see Battle Mountain, below). The pro forma information is not indicative of the results of operations that would have occurred had the acquisitions been consummated on January 1, 2001 and 2002, respectively. The information is not indicative of the combined Company's future results of operations.

**Battle Mountain**

On January 10, 2001, the Company completed an acquisition of Battle Mountain pursuant to an agreement and plan of acquisition, dated as of June 21, 2000, under which each share of common stock of Battle Mountain and each exchangeable share of Battle Mountain Canada Ltd. (a wholly-owned subsidiary of Battle Mountain) was converted into the right to receive 0.105 shares of common stock of Newmont, resulting in the issuance of approximately 24.1 million shares of common stock. The Company also exchanged 2.3 million shares of newly issued \$3.25 convertible preferred stock for all outstanding shares of Battle Mountain \$3.25 convertible preferred stock. In April 2002, Newmont announced the redemption of all issued and outstanding shares of its \$3.25 convertible preferred stock. The acquisition of Battle Mountain was accounted for as a pooling of interests and, as such, the Consolidated Financial Statements include Battle Mountain's financial data as if Battle Mountain had always been part of Newmont.

The Company incurred merger expenses totaling \$35 million, of which \$20 million related to investment advisory and professional fees and \$15 million to employee benefit and severance costs. The majority of such expenses were charged to income in 2001.



**Table of Contents****NEWMONT MINING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****NOTE 4 GAIN ON INVESTMENTS, NET**

Gains (losses) on investments for the years ended December 31, 2003 and 2002 were as follows:

	<b>Years ended December 31,</b>	
	<b>2003</b>	<b>2002</b>
	<b>(in thousands)</b>	
Loss on sale on marketable securities of Kinross	\$ (7,418)	\$
Gain on exchange of Echo Bay shares for Kinross marketable securities	84,337	
Gain on sale of marketable securities of Lihir Gold		47,298
Gain (loss) on sale of other marketable securities	6,247	(212)
<b>Gain on investments, net</b>	<b>\$ 83,166</b>	<b>\$ 47,086</b>

There was no gain (loss) on investments during the year ended December 31, 2001.

**Marketable Securities of Kinross Gold Corporation**

On January 31, 2003, Kinross Gold Corporation ( Kinross ), Echo Bay Mines Ltd. ( Echo Bay ) and TVX Gold Inc. ( TVX Gold ) were combined, and TVX Gold acquired Newmont's 49.9% interest in the TVX Newmont Americas joint venture. Under the terms of the combination and acquisition, Newmont received a 13.8% interest in the restructured Kinross in exchange for its then 45.67% interest in Echo Bay and cash proceeds of \$180 million for its interest in TVX Newmont Americas. Newmont recognized a pre-tax gain of \$84.3 million on the transaction in *Gain on investments, net* in the *Statement of Consolidated Operations*. During the third quarter of 2003, Newmont sold approximately 28 million Kinross shares representing approximately 66% of its investment in Kinross for total cash proceeds of \$224.6 million and recorded a net loss of \$7.4 million.

Newmont classified the remaining balance of its investment in Kinross as a short-term, available-for-sale marketable security at December 31, 2003. At that date, the fair value of the Kinross investment was \$115.3 million. During the year ended December 31, 2003, a loss of \$6.2 million, net of tax, was recorded in *Other comprehensive income, net of tax* for the change in market value of the investment.

### **Marketable Securities of Lihir Gold**

At March 31, 2002, the Company held a 9.74% interest in Lihir Gold, which was accounted for as an investment in marketable securities. During the three months ended March 31, 2002, unrealized holding gains of \$11.0 million were recorded in *Other comprehensive income, net of tax* to reflect the market value increase during the period. On April 12, 2002, Newmont sold its equity holding in Lihir Gold through a block trade to Macquarie Equity Capital Markets Limited in Australia for approximately \$84 million, resulting in the recognition of a pre-tax gain of approximately \$47.3 million in *Gain on investments, net* in the *Statement of Consolidated Operations*.

### **Debt Securities**

As part of the Franco-Nevada acquisition, the Company acquired significant investments in marketable debt securities. These debt securities were classified as available-for-sale and recorded at fair value of \$402.6 million under purchase accounting. All such securities were sold immediately after the Franco-Nevada acquisition for net proceeds of \$402.9 million, resulting in the recognition of a pre-tax gain of \$0.3 million.

**Table of Contents****NEWMONT MINING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****NOTE 5 INVENTORIES**

	<b>At December 31,</b>	
	<b>2003</b>	<b>2002</b>
	<b>(in thousands)</b>	
Current:		
In-process	\$ 64,038	\$ 46,435
Precious metals	52,875	19,467
Materials, supplies and other	108,806	103,422
	<b>\$ 225,719</b>	<b>\$ 169,324</b>

The Company recorded aggregate write-downs of \$15.2 million, \$8.2 million and \$8.1 million for the years ended December 31, 2003, 2002 and 2001, respectively, to reduce the carrying value of inventories to net realizable value. Write-downs in 2003 primarily related to Golden Grove, Yanacocha, Minahasa, Zarafshan and Martha. Write-downs in 2002 and 2001 primarily related to Nevada and Minahasa.

Inventory write-downs are classified as components of *Costs applicable to sales*.

**NOTE 6 STOCKPILES AND ORE ON LEACH PADS**

	<b>At December 31,</b>	
	<b>2003</b>	<b>2002</b>
	<b>(in thousands)</b>	
Current:		
Stockpiles	\$ 83,113	\$ 104,997
Ore on leach pads	165,512	223,996
	<b>\$ 248,625</b>	<b>\$ 328,993</b>
Long-term:		
Stockpiles	\$ 177,524	\$ 136,116

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Ore on leach pads	128,286	63,645
	<u>          </u>	<u>          </u>
	\$ 305,810	\$ 199,761
	<u>          </u>	<u>          </u>

The Company recorded aggregate write-downs of \$7.5 million, \$33.1 million and \$8.5 million for the years ended December 31, 2003, 2002 and 2001, respectively, to reduce the carrying value of stockpiles to net realizable value. The Company also recorded aggregate write-downs of \$2.2 million, \$3.1 million and \$8.5 million for the years ended December 31, 2003, 2002 and 2001, respectively, to reduce the carrying value of ore on leach pads to net realizable value. Stockpile write-downs in 2003 primarily related to Tanami, Yandal and Martha. The 2002 stockpile write-downs primarily related to Nevada. Stockpile write-downs in 2001 primarily related to Nevada and Minahasa. Ore on leach pads write-downs in 2003 and 2002 related to Nevada. The 2001 ore on leach pads write-downs primarily related to Nevada, Yanacocha and Minahasa.

Stockpile and ore on leach pads write-downs are classified as components of *Costs applicable to sales*.

Table of Contents

## NEWMONT MINING CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## NOTE 7 DEFERRED STRIPPING COSTS

Movements in the deferred stripping costs balance were as follows:

	Years Ended December 31,		
	2003	2002	2001
	(in thousands)		
Opening balance	\$ 55,387	\$ 91,631	\$ 129,041
Additions	166,052	65,371	11,638
Amortization	(131,060)	(101,615)	(49,048)
Closing balance	\$ 90,379	\$ 55,387	\$ 91,631

See Notes 2 and 31 for additional information concerning deferred stripping.

## NOTE 8 PROPERTY, PLANT AND MINE DEVELOPMENT

	Depreciable Life  (in years)	At December 31, 2003			At December 31, 2002		
		Cost	Accumulated Depreciation and Depletion	Net Book Value	Cost	Accumulated Depreciation and Depletion	Net Book Value
		(in thousands)					
Land		\$ 72,000	\$	\$ 72,000	\$ 71,521	\$	\$ 71,521
Buildings and equipment	1 25	4,207,531	(2,659,685)	1,547,846	4,093,028	(2,371,017)	1,722,011
Mine development	1 25	1,242,383	(721,670)	520,713	1,005,166	(580,594)	424,572
Asset retirement cost	1 25	121,588	(85,295)	36,293			
Construction-in-progress		171,132		171,132	68,926		68,926
Total		\$ 5,814,634	\$ (3,466,650)	\$ 2,347,984	\$ 5,238,641	\$ (2,951,611)	\$ 2,287,030

Leased assets included above in property, plant and mine development	3	5	\$	354,378	\$	(167,183)	\$	187,195	361,889	\$	(146,884)	\$	215,005
				<u>          </u>		<u>          </u>		<u>          </u>	<u>          </u>		<u>          </u>		<u>          </u>

As of December 31, 2003 and 2002, Newmont had unamortized software costs of \$28.1 million and \$13.3 million, respectively. During the years ended December 31, 2003, 2002 and 2001, the Company recorded \$3.9 million, \$2.8 million and \$1.1 million, respectively, for amortization and write-downs, as applicable, of computer software costs.



**Table of Contents****NEWMONT MINING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****NOTE 9 MINERAL INTERESTS AND OTHER INTANGIBLE ASSETS**

	At December 31, 2003			At December 31, 2002		
	Gross Carrying Value	Accumulated Amortization	Net Book Value	Gross Carrying Value	Accumulated Amortization	Net Book Value
	(in thousands)					
<b>Mineral Interests:</b>						
Production stage						
Mineral interests	\$ 793,813	\$ (363,933)	\$ 429,880	\$ 712,098	\$ (325,822)	\$ 386,276
Royalties net smelter returns	215,210	(31,347)	183,863	222,614	(12,751)	209,863
Royalties net profit interest	18,583	(4,018)	14,565	17,340	(3,231)	14,109
	1,027,606	(399,298)	628,308	952,052	(341,804)	610,248
Development stage						
Mineral interests	222,925		222,925	92,757		92,757
Royalties net smelter returns	1,610		1,610	1,321		1,321
Royalties net profit interest	7,214	(128)	7,086	5,921	(50)	5,871
	231,749	(128)	231,621	99,999	(50)	99,949
Exploration stage						
Mineral interests	450,536	(17,283)	433,253	632,284	(8,449)	623,835
Royalties-net smelter returns	5,134	(935)	4,199	5,700	(314)	5,386
	455,670	(18,218)	437,452	637,984	(8,763)	629,221
Total mineral interests	1,715,025	(417,644)	1,297,381	1,690,035	(350,617)	1,339,418
<b>Oil and Gas:</b>						
Producing property						
Royalties net refining returns	46,235	(10,366)	35,869	37,964	(3,842)	34,122
Working interest	22,454	(2,713)	19,741	18,430	(1,400)	17,030
	68,689	(13,079)	55,610	56,394	(5,242)	51,152
Non-producing property						
Royalties net refining returns	5,788		5,788	4,751		4,751
Working interest	8,695		8,695	7,090		7,090
	14,483		14,483	11,841		11,841

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Total oil and gas	83,172	(13,079)	70,093	68,235	(5,242)	62,993
<b>Other</b>	12,279	(652)	11,627	12,937		12,937
<b>Total</b>	\$ 1,810,476	\$ (431,375)	\$ 1,379,101	\$ 1,771,207	\$ (355,859)	\$ 1,415,348

**Table of Contents****NEWMONT MINING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The Company's mineral interests and oil and gas interests intangible assets are subject to amortization. The amounts of residual values and the weighted-average amortization periods were as follows at December 31, 2003:

	<b>Residual Values</b>	<b>Weighted-average Amortization Period (in years)</b>
	<u>                    </u>	<u>                    </u>
	(in thousands)	
<b>Mineral Interests:</b>		
Production stage		
Mineral interests	\$	10
Royalties net smelter returns		25
Royalties net profit interest		11
		<u>15</u>
Development stage		
Mineral interests		18 <sup>(1)</sup>
Royalties net smelter returns		10
Royalties net profit interest		10
		<u>17</u>
Exploration stage		
Mineral interests	341,940	11
Royalties net smelter returns		10
		<u>11</u>
Total weighted-average amortization period		<u>11</u>
<b>Oil and Gas:</b>		
Producing property		
Royalties net refining returns		30
Working interest		12
		<u>24</u>
Non-producing property		
Royalties net refining returns		12
Working interest		12
		<u>12</u>
Other		<u>20</u>

Total weighted-average amortization period	14
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<sup>(1)</sup> The Company's developmental stage properties will be amortized using the units of production method once production has commenced.

**Table of Contents****NEWMONT MINING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The aggregate amortization expense for the year ended December 31, 2003, 2002 and 2001 was \$110.5 million, \$150.1 million and \$16.3 million, respectively. Based on the carrying value of the Company's intangible assets at December 31, 2003, the estimated aggregate amortization expense for each of the next five years is as follows:

<u>Year ended December 31,</u>	<u>Amount</u>
	(in thousands)
2004	\$ 107,600
2005	108,900
2006	110,250
2007	117,200
2008	97,160

**Ntotoroso**

In December 2003, Newmont purchased Moydow Mines International Inc.'s 50% interest in the Ntotoroso property located on the Ahafo belt in Ghana. Total consideration included 800,000 Newmont common shares, a royalty of 2% on all recovered ounces of gold produced from Ntotoroso after the first 1.2 million gold ounces and the delivery for cancellation of 1,325,882 common shares of Moydow owned by Newmont. The transaction resulted in a total purchase price of \$32.2 million, consisting primarily of Newmont common stock, based on the average quoted value of Newmont's shares of \$37.89 per share two days before and after August 25, 2003, the date the terms of the transaction were agreed upon and announced. The purchase price was allocated primarily to development and exploration stage mineral interests and deferred income taxes. The closing of the transaction gave Newmont 100% ownership of the Ahafo project.

**NOTE 10 INVESTMENTS****Investments In Affiliates:**

	<u>At December 31, 2003</u>	<u>At December 31, 2002</u>
	(in thousands)	
Batu Hijau	\$ 709,749	\$ 653,806
TVX Newmont Americas		183,028
Echo Bay		210,643
Australian Magnesium Corporation		44,244

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European Gold Refineries	11,907	
AGR Matthey Joint Venture	12,321	11,213
	<u>733,977</u>	<u>1,102,934</u>
Other:		
Newmont Australia infrastructure bonds long-term (see Note 13)		96,649
	<u>\$ 733,977</u>	<u>\$ 1,199,583</u>
Newmont Australia infrastructure bonds short-term (see Note 13)	<u>\$ 127,674</u>	<u>\$</u>

**Table of Contents****NEWMONT MINING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****Equity Loss and Impairment of Australian Magnesium Corporation:**

	Years Ended December 31,		
	2003	2002	2001
	(in thousands)		
Australian Magnesium Corporation	\$ (119,485)	\$ (1,775)	\$

**Equity Income of Affiliates:**

	Years Ended December 31,		
	2003	2002	2001
	(in thousands)		
Batu Hijau	\$ 82,892	\$ 42,119	\$ 22,513
TVX Newmont Americas	810	9,737	
Echo Bay		(380)	
AGR Matthey Joint Venture	725	1,675	
Total	\$ 84,427	\$ 53,151	\$ 22,513

**Batu Hijau**

The Company and an affiliate of Sumitomo Corporation ( Sumitomo ) are partners with ownership interests of 56.25% and 43.75%, respectively, in the Nusa Tenggara Partnership ( NTP ), which holds 80% of P.T. Newmont Nusa Tenggara ( PTNNT ), the owner of the Batu Hijau copper/gold mine in Indonesia. Due to Sumitomo's significant participating rights under the terms of the NTP partnership agreement, the Company uses the equity method to account for its investment in NTP. The remaining 20% interest in PTNNT is held by an unrelated Indonesian company, P.T. Pukuafu Indah ( PTPI ). PTNNT obtained rights to conduct mining operations under a Contract of Work with the government of Indonesia. The Batu Hijau mine began production in the fourth quarter of 1999, with a projected mine life in excess of 18 years and a development cost of approximately \$1.83 billion.

To date, PTNNT has recorded cumulative losses. Therefore, NTP has recorded 100% (effective 56.25% Newmont share) of PTNNT's income and losses. NTP loaned PTPI the funds required to purchase its original 20% interest in PTNNT. Under the PTPI loan agreement, PTPI has pledged 70% of its 20% share of future PTNNT dividends to repay its loan to NTP, including dividends. As a result of higher metal prices, improved operating and financial results and increased life of mine expectations regarding production, costs and economics, PTNNT is expected to recover its cumulative losses, report positive retained earnings and start paying dividends during 2004. Once PTNNT's cumulative losses are recovered, NTP will recognize its 80% share of PTNNT's earnings plus 70% of PTPI earnings for an effective 94% share (effective 52.875% Newmont share) of PTNNT's earnings until the PTPI loan is repaid.

Under the Contract of Work, a portion of PTNNT shares held by the Company and Sumitomo for the benefit of the Nusa Tenggara Partnership must be offered for sale to the Indonesian government or to Indonesian nationals at the higher of replacement cost value, Jakarta stock exchange share value or fair market value as a going concern. Based on the current holding of PTNNT shares by an Indonesian national, the first year in which such an offer of shares would need to be made is 2006. The effect of this provision could potentially reduce the Company and Sumitomo's ownership to 49% by 2010.



**Table of Contents**

**NEWMONT MINING CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The Company's equity investment in PTNNT was \$709.7 million and \$653.8 million at December 31, 2003 and 2002, respectively. At December 31, 2003, PTNNT's net assets were \$555.1 million, of which Newmont's 56.25% equity share was \$312.3 million. Reconciling items at December 31, 2003 between the carrying value of Newmont's equity investment in PTNNT and its share of the underlying equity of PTNNT are (i) \$45.2 million for Newmont's contribution prior to the formation of NTP; (ii) \$104.6 million for the fair market value adjustment recorded by Newmont in conjunction with the purchase of a subsidiary minority interest, net of amortization; (iii) \$379.0 million for the contributions and interest income recorded by Newmont classified as debt and interest expense by PTNNT; (iv) negative \$118.5 million for contributions to PTNNT, through NTP, by Sumitomo disproportionate to its equity interest, net of amounts recorded; (v) negative \$76.9 million for stockholders' equity of the carried interest partner; (vi) \$42.2 million for other intercompany charges; (vii) \$36.3 million for capitalized interest; (viii) negative \$7.5 million for taxes payable; and, (ix) negative \$7.0 million for other adjustments recorded by Newmont. Reconciling items at December 31, 2002 between the carrying value of Newmont's equity investment in PTNNT and its share of the underlying equity of PTNNT of \$257.6 million are (i) \$45.2 million for Newmont's contribution prior to the formation of NTP; (ii) \$109.1 million for the fair market value adjustment recorded by Newmont in conjunction with the purchase of a subsidiary minority interest, net of amortization; (iii) \$391.2 million for the contributions and interest income recorded by Newmont classified as debt and interest expense by PTNNT; (iv) negative \$122.6 million for contributions in PTNNT, through NTP, by Sumitomo disproportionate to its equity interest, net of amounts recorded; (v) negative \$76.9 million for stockholders' equity of the carried interest partner; (vi) \$33.3 million for other intercompany charges; (vii) \$30.9 million for capitalized interest; (viii) negative \$7.1 million related to taxes payable; and (ix) negative \$6.9 million for other adjustments recorded by Newmont. Certain of these amounts are amortized or depreciated on a units-of-production basis based on proven and probable reserves.

Equity income in PTNNT was \$82.9 million for the year ended December 31, 2003 (based on 56.25% of PTNNT's net income equal to \$56.7 million, plus \$6.8 million for the elimination of intercompany interest, \$9.7 million of intercompany management fees, the cumulative effect of \$8.0 million related to the adoption of SFAS 143, and other adjustments of \$1.7 million). The equity income in PTNNT was \$42.1 million in 2002 (based on 56.25% of PTNNT's net income equal to \$19.3 million plus \$8.5 million for the elimination of intercompany interest, \$10.5 million for intercompany management fees, and \$3.8 million for other items). In 2001 the equity income in PTNNT was \$22.5 million (based on 56.25% of PTNNT's net loss equal to \$19.6 million plus \$26.4 million of eliminated intercompany interest, \$10.8 million for eliminated management fees, and \$4.9 million for other items).

On May 9, 2002, PTNNT completed a restructuring of its \$1.0 billion project financing facility (Senior Debt), which is non-recourse to Newmont. The scheduled repayments of this debt are in semi-annual installments of \$43.4 through November 2010 and \$22.1 million from May 2011 through November 2013. The facility provided PTNNT with the ability to defer up to \$173.5 million in principal payments scheduled for 2002 and 2003. The amount of deferred principal at December 31, 2002 was \$86.8 million. Due to improved commodity prices and lower costs, the deferred principal was completely repaid during 2003 and all scheduled 2003 payments were made. Amounts outstanding under the project financing were \$739.8 million and \$913.3 million at December 31, 2003 and 2002, respectively.

Newmont and its partner provide a contingent support line of credit to PTNNT. During 2002, Newmont funded \$24.8 million under this contingent support facility as its pro-rata share for capital expenditures. No funding was required in 2003. Additional support from NTP's partners available under this facility originally amounted to \$115.0 million, of which Newmont's pro-rata share was \$64.7 million at December 31, 2002. Required additional support from NTP's partners has now been reduced to \$65.0 million, of which Newmont's pro-rata share is \$36.6 million, as a result of the repayment of the deferred principal payments mentioned above.

**Table of Contents****NEWMONT MINING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Following is summarized financial information for NTP based on accounting principles generally accepted in the United States. The results of operations and assets and liabilities of NTP are not reflected in the Company's Consolidated Financial Statements. As described above, the Company accounts for NTP as an equity investment.

	Years Ended December 31,		
	2003	2002	2001
	(in thousands)		
Revenues, net of smelting and refining costs	\$ 424,673	\$ 359,686	\$ 345,399
Revenues from by-product sales credited to production costs	\$ 217,259	\$ 159,197	\$ 145,260
Gross profit <sup>(1)</sup>	\$ 230,192	\$ 117,343	\$ 60,160
Income (loss) before cumulative effect of a change in accounting principle	\$ 115,012	\$ 35,477	\$ (11,155)
Net income (loss)	\$ 100,794	\$ 35,477	\$ (11,182)

- <sup>(1)</sup> Gross profit represents *Revenues, net of smelting and refining costs*, less *Production costs* and *Depreciation, depletion and amortization*.

	At December 31,	
	2003	2002
	(in thousands)	
Current assets	\$ 324,958	\$ 313,110
Property, plant and mine development, net	\$ 1,585,124	\$ 1,658,912
Mineral interest	\$ 176,349	\$ 188,294
Other assets	\$ 372,070	\$ 282,133
Debt and related interest to partners and affiliates	\$ 258,182	\$ 259,793
Other current liabilities	\$ 206,132	\$ 103,117
Debt third parties (including current portion)	\$ 739,812	\$ 935,771
Other liabilities	\$ 176,649	\$ 163,346

The Batu Hijau operation produces a metal concentrate, which contains payable copper and gold and minor values of payable silver. PTNNT has entered into long-term contracts for the sale of the majority of these metal concentrates with highly reputable refiners in Japan, Korea ( Non-European Refiners ) and Europe ( European Refiners ). In accordance with the contracts, title to the concentrates and the risk of loss are passed to the buyer when the concentrates are moved over the vessel's rail at the port (loading port for Non-European Refiners and unloading port for European Refiners). The contract terms provide that 90% of a provisional sales price, which is calculated in accordance with terms specified in the individual contracts based on an initial assay and weight certificate, is collected within three business days after the concentrates arrive at the smelter ( final delivery ). Factors entering into the calculation of the provisional sales price are (i) metals prices, pursuant to the terms of related contracts, calculated using quoted London Metals Exchange ( LME ) prices for the second calendar week prior to shipments; and (ii) treatment and refining charges. The balance of the sales price is received at final settlement and is based on final assays and weights, and final metal prices during the respective metal quotational periods. For the majority of the concentrate shipments, the quotational period for copper is the average LME price in the third month following the month of final delivery and the quotational period for gold and silver is the average

LME price in the month of shipment. Final delivery to Non-European Refiners and European Refiners takes approximately 14 days and 30 days, respectively. The majority of the Batu Hijau concentrates are shipped to Non-European Refiners. Accordingly, the time between initial recording of revenue and final settlement averages approximately three and one-half months but could be as long as four months.

**Table of Contents**

**NEWMONT MINING CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

In accordance with U.S. Securities and Exchange Commission Staff Accounting Bulletin No. 101 ( SAB 101 ), certain conditions must be met prior to recognizing revenue. These conditions are: persuasive evidence that a contract exists, delivery has occurred, the price is fixed or determinable, and collectability is reasonably assured. In accordance with SAB 101, PTNNT recognizes metal sales revenues following: (i) the passage of title after the loading or unloading of the concentrates; (ii) issuance of an initial assay and weight certificate; and (iii) issuance of a provisional invoice. At this point in time, the sales price is determinable since it is based on defined contract terms, initial assays are available, and it can be reasonably estimated by reference to published price indices on actively and freely traded commodity exchanges. Additionally, there is no significant uncertainty as to collectability given that all of the refiners are of high-credit quality and that 90% of the provisional price is paid within three business days of final delivery at the refiner.

Concentrate sales are initially recorded based on 100% of the provisional sales prices. Until final settlement occurs, adjustments to the provisional sales prices are made to take into account metal price changes, based upon the month-end spot price and metal quantities upon receipt of the final assay and weight certificates, if different from the initial certificates. PTNNT previously marked to market its provisional sales based on the month end spot prices. Effective January 1, 2002, PTNNT changed its methodology to mark to market its provisional sales based on the forward price for the estimated month of settlement. This change in methodology did not have a material effect on net income for the years ended December 31, 2002 and 2001. The principal risks associated with recognition of sales on a provisional basis include metal price fluctuations between the date recorded and the date of final settlement. In addition, in the event of a significant decline in metal prices between the provisional pricing date and the final settlement-pricing period, it is reasonably possible that PTNNT would be required to return a portion of the sales proceeds received based on the provisional invoice. For the years ended December 31, 2003, 2002 and 2001, PTNNT had recorded revenues of \$95.7 million, \$65.7 million and \$98.1 million, respectively, which were subject to final pricing adjustments. The average price adjustment for copper was 5.07%, 1.98% and 4.3% for the years ended December 31, 2003, 2002 and 2001, respectively. The average price adjustment for gold was 1.13%, 0.83% and 0.01% for the years ended December 31, 2003, 2002 and 2001, respectively.

PTNNT's sales based on a provisional sales price contain an embedded derivative that is required to be separated from the host contract for accounting purposes. The host contract is the receivable from the sale of the concentrates at the forward LME price at the time of sale. The embedded derivative, which does not qualify for hedge accounting, is marked to market through earnings each period prior to final settlement. At December 31, 2003 and 2002, respectively, PTNNT had consolidated embedded copper derivatives on 91.5 million pounds and 93.5 million pounds, recorded at an average price of \$1.04 and \$0.70 per pound. A one-cent movement in the average price used for these derivatives would have an approximate \$0.6 million and \$0.6 million impact on PTNNT's net income for the years ended December 31, 2003 and 2002, respectively.

Revenue from the sale of by-products, consisting of gold and silver, is credited to production costs in the determination of net income for each period presented. These by-product commodities represented 51%, 44% and 42% of sales, net of smelting and refining charges, and reduced production costs by 76%, 58% and 48% for the years ended December 31, 2003, 2002 and 2001, respectively. Gold and silver revenues are significant to the economics of the Batu Hijau operation. Gold by-product credits have a significant impact on the profitability of the Batu Hijau operations.

PTNNT does not acquire, hold or issue financial instruments for trading or speculative purposes. Financial instruments are used to manage certain market risks resulting from fluctuations in commodity prices (such as copper and diesel fuel) and foreign currency exchange rates. Copper is an internationally traded commodity, and its prices are effectively determined by the London Metals Exchange ( LME ). On a limited basis, PTNNT



**Table of Contents****NEWMONT MINING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

hedges sales commitments by entering into copper swap contracts. These swap contracts are generally settled against the LME average monthly price in accordance with the terms of the contracts. Currently, PTNNT has put in place derivative instruments with respect to the price of copper, the Indonesian Rupiah and some of its diesel purchases. The derivative instruments on the Indonesian Rupiah relate to future Indonesian local currency denominated purchases.

PTNNT entered into a series of copper hedging transactions that have been classified as cash flow hedges. The contracts comprise a forward sale at a fixed price and a spot purchase at the average spot price for the delivery month. The physical commodity is sold at the average spot price for the delivery month.

PTNNT had the following copper forward sales contracts outstanding at December 31, 2003:

Copper Forward Contracts:	Expected Maturity Date or Transaction Date						Total/ Average	Fair Value	
	2004	2005	2006	2007	2008	Thereafter		December 31, 2003	December 31, 2002
(U.S.\$ Denominated)								U.S.\$ (000)	
Metric tonnes	4,000						4,000	\$ (4,999)	\$ 404
Average price	\$ 1,833	\$	\$	\$	\$	\$	\$ 1,833		

PTNNT also entered into diesel hedging contracts that have been designated as cash flow hedges. The contracts comprise a forward purchase at a fixed price and a spot sale at the average spot price for the delivery month.

PTNNT had the following diesel forward purchase contracts outstanding at December 31, 2003:

Diesel Forward Contracts:	Expected Maturity Date or Transaction Date						Total/ Average	Fair Value	
	2004	2005	2006	2007	2008	Thereafter		December 31, 2003	December 31, 2002
(U.S.\$ Denominated)								U.S.\$ (000)	
Barrels ( 000)	120	40					160	\$ (637)	\$ 604
Average price	\$ 28.1	\$ 27.2	\$	\$	\$	\$	\$ 27.9		

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PTNNT also entered into Indonesian Rupiah hedging contracts that have been designated as cash flow hedges. The contracts comprise a forward purchase at a fixed price and a spot sale at the average price for the delivery month.

PTNNT had the following Indonesian Rupiah forward purchase contracts outstanding at December 31, 2003:

								Fair Value	
	Expected Maturity Date or Transaction Date								
Rupiah Forward Contracts:	2004	2005	2006	2007	2008	Thereafter	Total/ Average	December 31, 2003	December 31, 2002
(U.S.\$ Denominated)								(in thousands of U.S.\$)	
U.S. \$ (in millions)	\$ 7.7						\$ 7.7		N/A
Average price (Rp)	9,024						9,024		

Newmont has identified the Batu Hijau operation as a VIE because of certain capital structures and contractual relationships. Newmont has also determined that it is the primary beneficiary of the Batu Hjaui operation. Therefore, Newmont expects to consolidate Batu Hjaui effective January 1, 2004.

**Table of Contents**

**NEWMONT MINING CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**TVX Newmont Americas and Echo Bay Mines Ltd.**

Newmont had a 49.9% interest and an equity investment of \$183.0 million in TVX Newmont Americas joint venture at December 31, 2002. On January 31, 2003, Newmont sold its interest in TVX Newmont Americas for \$180 million.

On January 31, 2003, Kinross, Echo Bay and TVX Gold were combined. Under the terms of the combination and acquisition, Newmont received a 13.8% interest in the restructured Kinross in exchange for its then 45.67% interest in Echo Bay. Newmont recorded a pre-tax gain on the transactions of \$84.3 million (see Note 4).

**Australian Magnesium Corporation**

*Australian Magnesium Corporation.* At December 31, 2002, Newmont's interest in Australian Magnesium Corporation (AMC) was composed of a 22.8% equity and voting interest and a loan receivable in the amount of A\$38 million (approximately \$20.1 million) including interest. In addition, Newmont subsidiaries had obligations to contribute to AMC A\$100 million in equity by January 31, 2003 and a further A\$90 million in equity, contingent upon the Stanwell Magnesium Project not achieving certain specified production and operating criteria by December 2006. On January 3, 2003, Newmont purchased an additional 167 million AMC shares at A\$0.60 per share for a total of A\$100 million (approximately \$56.2 million) increasing its ownership to 40.9%, thereby satisfying its January 2003 equity contribution obligation. However, due to additional equity contributions by other shareholders on January 31, 2003, Newmont's interest was diluted to 27.8%. As a result of this equity dilution of its interest in AMC, Newmont recorded an increase of \$7.0 million to *Additional paid-in-capital* during 2003.

AMC's primary asset was the Stanwell Magnesium Project (the Project). The original funding arrangements for the Project amounted to approximately A\$1.5 billion (approximately \$1.0 billion), including contingencies and cost overrun reserves. On April 17, 2003, AMC announced that it was unlikely that it would reach agreement with its independent engineering firm for a fixed price contract for the development of the Project. Following this announcement, AMC's share price declined substantially to A\$0.24 per share on May 8, 2003. As a result, Newmont wrote down the carrying value of its investment at March 31, 2003 to the quoted market price of the AMC shares at that date of A\$0.43 per share, and recorded a loss in *Equity loss and impairment of Australian Magnesium Corporation* for an other-than-temporary decline in market value of \$11.0 million.

On June 5, 2003, AMC requested suspension of its securities on the ASX. Subsequently, on June 13, 2003, AMC announced a restructuring agreement with the project's major creditors, including Newmont (the Agreement). The Agreement was designed to give AMC time to assess the project's development options and to search for either a corporate or project partner. Work on the Project has ceased and the site is in care and maintenance status. It is not known if or when the Project or any other magnesium project will be developed by AMC. In addition, as part of the Agreement, AMC (i) settled outstanding obligations to its outside creditors from existing cash reserves; (ii) cancelled the senior debt facilities associated with the Project and the associated foreign exchange and interest rate hedging contracts; and (iii) agreed to release Newmont from the above-mentioned A\$90 million (approximately \$60.1 million) contingent funding commitment. Newmont agreed to forgive its then A\$38 million (approximately \$24.8 million) loan receivable, provide support in the form of an A\$10 million (approximately \$6.6 million) contingent,



subordinated credit facility and to maintain the existing guarantee in relation to the QMC Finance Pty Ltd ( QMC ) finance facilities, as described below. In September 2003, Newmont made available to AMC A\$5 million (\$3.3 million) under the credit facility. Newmont had guaranteed a \$30.0 million obligation payable by AMC to Ford Motor Company ( Ford ) in the event the Project

**Table of Contents**

**NEWMONT MINING CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

did not meet certain specified production and operating criteria by November 2005. AMC agreed to indemnify Newmont for this obligation, but this indemnity was unsecured. As of June 30, 2003, Newmont and Ford agreed to settle the liability in relation to the guarantee for \$10.0 million in exchange for a release of the guarantee. Newmont has agreed not to seek recovery of this amount from AMC.

As a result of the foregoing Agreement, Newmont recorded an additional write-down in the second quarter of 2002 of \$107.8 million in *Equity loss and impairment of Australian Magnesium Corporation* reducing the carrying value of its investment in AMC to zero. The write-down was attributable to the following: (i) \$72.7 million representing the book value of its investment at June 30, 2003; (ii) \$24.8 million for the forgiven loan receivable from AMC; (iii) \$10.0 million charge to settle Newmont's guarantee of the Ford contract (see discussion above); (iv) \$6.6 million relating to the contingent credit facility; and (v) \$1.1 million for various other items, offset by a \$7.4 million income tax benefit.

During the third quarter of 2003, AMC issued additional shares to a shareholder other than Newmont. As a result, Newmont's interest in AMC was diluted to 26.9%. Subsequently, in October 2003, AMC issued additional shares to a shareholder other than Newmont. As a result, Newmont's interest in AMC was diluted to 26.7%. During the fourth quarter of 2003, Newmont sold its entire interest in AMC, for a nominal amount to Deutsche Bank AG and to Magtrust Pty Ltd a company owned and controlled by the directors of AMC. Magtrust purchased approximately 19.9% of the AMC ordinary shares held by Newmont, with Deutsche Bank purchasing the remaining approximately 6.8% of the AMC ordinary shares held by Newmont. If Deutsche Bank sells its interest in AMC to a third party in the future, it must pay Newmont 90% of the sales proceeds.

Newmont is also the guarantor of a A\$71.0 million (approximately \$53.2 million) amortizing loan facility of QMC, of which A\$65.2 million (approximately \$48.9 million) was outstanding as of December 31, 2003. The QMC loan facility, which is collateralized by the assets of Queensland Magnesium Project ( QMAG see below), expires in November 2006. QMC is also a party to hedging contracts that have been guaranteed by Newmont. The contracts include a series of foreign exchange forward contracts and bought put options, the last of which expire in June 2006. As of December 31, 2003, the fair value of these contracts was positive A\$4.7 million (approximately \$3.5 million).

The guarantees under the QMC loan facility and hedging contracts could be called in the event of a default by QMC. Newmont's liability under QMC loan facility guarantee is limited to the total amount of outstanding borrowings under the facility at the time the guarantee is called. Newmont's maximum potential liability under its guarantee of the QMC hedging contracts, however, would depend on the market value of the hedging contracts at the time the guarantee is called upon. The principal lender and counterparty under the QMC loan and hedging facilities, respectively, also have security interests over the assets of QMAG. In the event the guarantees are called, Newmont would have a right of subrogation to the lender under Australian law.

During the fourth quarter of 2003, Newmont recorded a \$30.0 million charge in *Loss on guarantee of QMC debt* and established a corresponding reserve in *Other current liabilities*. Newmont reduced the amount accrued for this contingent obligation by the estimated fair value of the QMAG assets that would be subrogated to Newmont in the event the guarantee is called.

**Table of Contents****NEWMONT MINING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****European Gold Refineries**

During December 2003, Newmont acquired a 50% interest in a joint venture, European Gold Refineries SA ( EGR ), with unrelated Swiss residents holding the remaining 50%. Simultaneously, EGR purchased 100% of Valcambi SA ( Valcambi ), a gold refining business, and 66.65% of Finorafa SA ( Finorafa ), a gold distribution business.

Valcambi is a London Gold Delivery precious metals refiner and manufacturer of semi-finished products for the Swiss luxury watch industry, and Finorafa is the second largest distributor and financier of gold products in the Italian market.

The formation of EGR resulted in joint management by Newmont and the Swiss residents and required approximately CHF30.0 million (U.S.\$ 23.8 million) in funding, which was contributed pro-rata by each partner in equal portions of debt and equity, of which Newmont's share was CHF15.0 million (U.S.\$11.9 million). Newmont accounts for its investment in EGR using the equity method of accounting. Newmont has no guarantees related to this investment.

**AGR Matthey Joint Venture**

Prior to the fourth quarter 2002, Newmont held a 50% interest in Australian Gold Refineries ( Old AGR ), a joint venture with the West Australian Mint. In October 2002, Newmont and the West Australian Mint combined their respective interests in Old AGR with Johnson Matthey (Australia) Ltd. to create a new joint venture known as AGR Matthey Joint Venture ( AGR ), in which Newmont now holds a 40% interest. Newmont has no guarantees related to this investment. Newmont received dividends of \$2.1 million and \$0.9 million during 2003 and 2002, respectively, from its interests in AGR and Old AGR. At December 31, 2003 and December 31, 2002, the difference between Newmont's investment in AGR of \$12.3 million and \$11.2 million, respectively, and its share of AGR's net assets consisted of a \$2.4 million reduction in long-lived assets recorded by Newmont as part of the purchase accounting for the acquisition of Normandy. See also Note 23 for details of transactions between Newmont and AGR.

**NOTE 11 OTHER CURRENT LIABILITIES**

	<b>At December 31,</b>	
	<b>2003</b>	<b>2002</b>
	<b>(in thousands)</b>	
Interest	\$ 32,345	\$ 54,168
Taxes other than income and mining	12,036	11,319

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Reclamation and remediation	57,350	13,693
Utilities	8,360	8,162
Income and mining taxes	91,520	69,016
Royalties	25,701	15,014
Guarantee of QMC debt	30,000	
Other	63,099	76,280
	<u>\$ 320,411</u>	<u>\$ 247,652</u>

**Table of Contents**

**NEWMONT MINING CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**NOTE 12      EXTINGUISHMENT OF NEWMONT YANDAL OPERATIONS PTY LTD ( NYOL ) OBLIGATIONS AND NYOL VOLUNTARY ADMINISTRATION**

In March 2002, Newmont, through an indirect, wholly-owned subsidiary, Yandal Bond Company Limited ( YBCL ), made an offer to repurchase any and all outstanding 8 7/8% Senior Notes due 2008 of Newmont's Australian subsidiary, NYOL. As of the offer date, \$300 million principal amount of notes was outstanding. The repurchase offer was made pursuant to the terms of an Indenture dated as of April 7, 1998, between NYOL and The Bank of New York, as Trustee. The Indenture required that NYOL, following a Change of Control as defined in the Indenture, make an offer to repurchase the notes at a repurchase price of 101% of the principal amount of the notes, plus accrued and unpaid interest to the repurchase date. Although the applicable provisions of the Indenture could be read to the contrary, Newmont took the position that a Change of Control occurred on February 20, 2002, when Newmont acquired control of Normandy. The Indenture provides that NYOL is not required to make the Change of Control Offer if a third party makes the offer. The Change of Control Offer was open until May 14, 2002, and resulted in redemption of \$62.8 million of the outstanding notes and gave rise to a \$0.6 million *Loss on extinguishment of debt*.

On May 29, 2003, YBCL made a second offer to acquire all of NYOL's outstanding 8 7/8% Senior Notes due 2008. On May 28, 2003, YBCL made a separate offer to acquire all of NYOL's gold hedge contracts from the relevant counterparties. The offer to acquire the notes was at a price of \$500 per \$1,000 of principal amount. The offer to acquire the gold hedge contracts was at \$0.50 per \$1.00 of the net mark-to-market hedge liability as calculated by YBCL as of May 22, 2003.

On July 3, 2003, the board of directors of NYOL resolved to place NYOL into Voluntary Administration ( VA, a form of insolvency proceeding in Australia) as NYOL was insolvent or likely to become insolvent. To comply with applicable legal requirements and to allow holders of NYOL's outstanding 8 7/8% Senior Notes more time to assess these developments, YBCL extended the expiration of the offer to acquire the notes to July 11, 2003. As of that date, YBCL had received binding tenders for the notes totaling \$237.0 million, representing 99.9% of the total \$237.2 million principal amount outstanding with third-parties at the date of its May 29, 2003 offer. Six of the total of seven counterparties to the gold hedge contracts, representing 94% of the gold ounces in the NYOL hedge book and 76% of the mark-to-market value of the May 22, 2003 hedge liability, had assigned their hedge contracts to YBCL prior to the NYOL entering into VA.

In conjunction with the VA process, Newmont made an offer to the administrator of NYOL to bring NYOL out of VA. Newmont's offer to the administrator effectively valued the assets in excess of \$200 million and provided that NYOL's outstanding third-party note holders and the remaining hedge contract counterparty would receive not more than \$0.40 on the dollar. Newmont's offer also honored any prior unpaid obligations to NYOL's employees and guaranteed payment in full to NYOL's trade creditors. On August 29, 2003 NYOL's creditors passed a resolution to accept Newmont's offer and on September 8, 2003, Newmont's offer, in the form of Deeds of Company Arrangement, were signed by the administrators. On September 10, 2003, the conditions precedent to the offer were fulfilled, the offer became effective and NYOL was returned to the control of its directors, and its employees continued their employment.

In accordance with the terms of Newmont's offer, an NYOL subsidiary, Clynton Court, subject to the Deeds of Company Arrangement, assumed the liabilities to be settled, including the outstanding third-party notes, the liability to the remaining hedge contract counterparty and the liabilities to trade creditors that existed at July 3, 2003 (the applicable liabilities). Newmont contributed sufficient cash to Clynton Court to settle the applicable liabilities as per the terms of its offer and to pay the fees of the administrator. Upon assumption by Clynton Court, the applicable liabilities of NYOL were extinguished.



**Table of Contents****NEWMONT MINING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The above transactions gave rise to a *Gain on extinguishment of NYOL bonds, net* of \$114.0 million and a *Gain on extinguishment of NYOL derivative liability, net* of \$106.5 million, both net of transaction costs, for the year ended December 31, 2003. Total cash payments to extinguish the NYOL bonds and the NYOL derivatives liabilities (including costs) were \$98.5 million and \$103.6 million, respectively, during the year ended December 31, 2003.

On September 3, 2003, J. Aron & Co. commenced proceedings in the Supreme Court of New South Wales (Australia) against NYOL and its subsidiaries in relation to the VA. J. Aron & Co., an NYOL creditor, initially sought injunctive relief but was denied by the court on September 8, 2003. On October 30, 2003, J. Aron & Co. filed a statement of claim alleging various deficiencies in the implementation of the VA process and seeking damages and other relief against NYOL and other parties.

**NOTE 13 DEBT****Long-Term Debt**

	<b>Years Ended December 31,</b>	
	<b>2003</b>	<b>2002</b>
	<b>(in thousands)</b>	
Sale-leaseback of refractory ore treatment plant	\$ 296,979	\$ 307,880
8 <sup>3</sup> / <sub>8</sub> % debentures, net of discount	52,877	204,658
8 <sup>5</sup> / <sub>8</sub> % debentures, due May 2011, net of discount	228,091	284,559
Newmont Australia 7 <sup>5</sup> / <sub>8</sub> % guaranteed notes, net of premium	120,881	152,690
Newmont Australia 7 <sup>1</sup> / <sub>2</sub> % guaranteed notes, net of premium	19,708	101,850
NYOL 8 <sup>7</sup> / <sub>8</sub> % notes		237,220
6% convertible subordinated debentures		99,980
Medium-term notes	17,000	32,000
Newmont Australia infrastructure bonds	130,228	99,680
Prepaid forward sales obligation	145,000	145,000
Interest rate swaps	(7,716)	(16,904)
Project financings, capital leases and other	74,451	167,991
	<b>1,077,499</b>	<b>1,816,604</b>
Current maturities	(190,866)	(115,322)
	<b>\$ 886,633</b>	<b>\$ 1,701,282</b>

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Scheduled minimum long-term debt repayments are \$190.9 million in 2004, \$142.8 million in 2005, \$85.8 million in 2006, \$74.8 million in 2007, \$147.5 million in 2008, and \$435.7 million thereafter.

### ***Sale-Leaseback of the Refractory Ore Treatment Plant***

In September 1994, the Company entered into a sale and leaseback agreement for its refractory ore treatment plant located at Carlin, Nevada. The transaction was accounted for as debt and the cost of the refractory ore treatment plant was recorded as a depreciable asset. The lease term is 21 years and aggregate future minimum lease payments, which include interest, were \$430.3 million and \$460.0 million at December 31, 2003 and 2002, respectively. Principal payments are \$29.7 million annually over the next two years, increasing to approximately \$35.5 million to \$38.8 million thereafter. The lease includes purchase options during and at the end of the lease at



**Table of Contents****NEWMONT MINING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

predetermined prices. The interest rate on this sale-leaseback transaction is 6.36%. In connection with this transaction, the Company entered into certain interest rate hedging contracts that were settled for a gain of \$11.0 million, which is recognized as a reduction of interest expense over the term of the lease. Including this gain, the effective interest rate on the borrowing is 6.15%. The related asset is specialized, therefore it is not practicable to estimate the fair value of this debt.

***8 3/8% Debentures***

Uncollateralized debentures bearing an annual interest rate of 8.375% in an aggregate principal amount of \$200 million were outstanding at December 31, 2002. During the first quarter of 2003, the Company repurchased \$23.0 million of these debentures resulting in a *Loss on Extinguishment of Debt* of \$2.6 million. Subsequently on October 10, 2003, Newmont announced that its wholly-owned subsidiary, Newmont USA Limited, had initiated a tender offer for any and all of its 8 3/8% Senior Debentures due 2005 totaling \$177.0 million of principal. The offer expired on November 7, 2003. The purchase price for each \$1,000 principal amount of the Senior Debentures was \$1,103.8, plus accrued but unpaid interest up to, but not including, the settlement date. Holders who validly tendered (and did not withdraw) their Senior Debentures on October 24, 2003 received an early tender fee of \$10.00 per \$1,000 principal amount payable upon consummation of the offer included in the purchase price. Holders who validly tendered after the October 24, 2003 deadline but before the expiration date received the purchase price, but not the \$10.00 early tender fee, upon consummation of the offer. As of the expiration date, approximately \$125.0 million of the \$177.0 million of principal had been tendered resulting in a *Loss on Extinguishment of Debt* of \$8.6 million. At December 31, 2003, \$148.0 million of total principal had been repurchased. The calculation of the *Loss on Extinguishment of Debt* included the proportional write-off of capitalized debt issue costs, discounts and the mark-to-market of the underlying debt resulting from fair value hedge accounting (see *Interest Rate Swaps* below). Interest on the remaining outstanding balance is payable semi-annually in January and July. The costs related to the issuance of the debentures were capitalized and the remaining portion is amortized to interest expense over the term of the debentures. The interest rate swap discussed below is considered a fair value hedge applicable to this debt and is therefore marked-to-market. Using prevailing interest rates on similar instruments, the estimated fair value of these debentures was approximately \$56.6 million and \$218.8 million at December 31, 2003 and 2002, respectively. The foregoing fair value estimate was prepared by an independent third party and may or may not reflect the actual trading value of this instrument.

***8 5/8% Debentures***

In May 2001, Newmont issued uncollateralized debentures with a principal amount of \$275.0 million due May 2011 bearing an annual interest rate of 8.625%. During the first quarter of 2003, the Company repurchased \$52.3 million of these debentures resulting in a *Loss on Extinguishment of Debt* of \$11.6 million. The calculation of the *Loss on Extinguishment of Debt* included the proportional write-off of capitalized debt issue costs, discounts and the mark-to-market of the underlying debt resulting from fair value hedge accounting (see *Interest Rate Swaps* below). Interest on the remaining outstanding balance is payable semi-annually in May and November and the debentures are redeemable prior to maturity under certain conditions. The costs related to the issuance of the debentures were capitalized and the remaining balance is amortized to interest expense over the term of the debentures. The interest rate swap discussed below is considered a fair value hedge applicable to this debt and is therefore marked-to-market. Using prevailing interest rates on similar instruments, the estimated fair value of these debentures was \$275.7 million and \$320.5 million at December 31, 2003, and 2002, respectively. The foregoing fair value estimate was prepared by an independent third party and may or may not reflect the actual trading value of this instrument.



**Table of Contents****NEWMONT MINING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)*****Interest Rate Swaps***

During the last half of 2001, the Company entered into contracts to hedge the interest rate risk exposure on portions of its \$275.0 million 8<sup>5</sup>/<sub>8</sub>% debentures and its \$200 million 8<sup>3</sup>/<sub>8</sub>% debentures. The Company receives fixed-rate interest payments at 8<sup>5</sup>/<sub>8</sub>% or 8<sup>3</sup>/<sub>8</sub>% and pays floating-rate interest amounts based on periodic London Interbank Offered Rate ( LIBOR ) settings plus a spread, ranging from 2.60% to 4.25%. The notional principal amount of these transactions (representing the amount of principal tied to floating interest rate exposure) was \$200 million at December 31, 2003. Half of these contracts expire in July 2005 and half expire in May 2011. Due to the extinguishment of portions of the 8<sup>5</sup>/<sub>8</sub>% and 8<sup>3</sup>/<sub>8</sub>% debentures during 2003, a proportional amount of the interest rate swaps are now considered speculative and no longer qualify for fair value hedge accounting. Therefore, as of December 31, 2003, 19% and 74% of the interest rate swaps related to the 8<sup>5</sup>/<sub>8</sub>% and 8<sup>3</sup>/<sub>8</sub>% debentures, respectively, have been reclassified as a derivative asset. See Note 15.

***Newmont Australia 7 5/8% Notes***

In July 1998, Normandy Finance Limited ( NFL ) issued \$150.0 million of ten year 7 5/8% guaranteed notes. The notes are guaranteed by NAL and certain of its wholly-owned subsidiaries. In conjunction with the Normandy acquisition, NFL was acquired by Newmont in February 2002. Interest on the notes is paid semi-annually in arrears in January and July. The notes were recorded at their fair values at February 15, 2002 as part of the purchase accounting for the acquisition of Normandy. During the first quarter of 2003, the Company repurchased \$30.9 million of these notes resulting in a *Loss on extinguishment of debt* of \$4.4 million. Using prevailing interest rates on similar instruments, the estimated fair value of these notes was \$137.3 million and \$167.3 million at December 31, 2003 and 2002, respectively. The foregoing fair value estimate was prepared by an independent third party and may or may not reflect the actual trading value of this instrument.

***Newmont Australia 7 1/2% Notes***

In July 1998, NFL issued \$100.0 million of seven year 7 1/2% guaranteed notes. The notes are guaranteed by NAL and certain of its wholly-owned subsidiaries. In conjunction with the Normandy acquisition, NFL was acquired by Newmont in February 2002. The notes were recorded at their fair values at February 15, 2002 as part of the purchase accounting for the acquisition of Normandy. During the first quarter of 2003, the Company repurchased \$10.0 million of these notes resulting in a *Loss on extinguishment of debt* of \$0.9 million. Subsequently on October 23, 2003, Newmont announced that its wholly-owned subsidiary, Newmont Capital Limited, initiated a tender offer for any and all of the 7.5% guaranteed notes totaling \$90.0 million of principal. The offer expired on November 19, 2003. The purchase price was \$1,087.28 for each \$1,000 principal amount of the Notes purchased in the offer, plus accrued but unpaid interest up to, but not including, the settlement date. Holders who validly tendered (and did not withdraw) their Notes before November 5, 2003 received an early tender fee of \$10.00 per \$1,000 principal amount payable upon consummation of the offer included in the purchase price. Holders who validly tendered after the November 5, 2003 deadline but before the expiration date received the purchase price, but not the \$10.00 early tender fee, upon consummation of the offer. As of the expiration date, \$70.5 million of the \$90.0 million of principal had been tendered. The repurchase resulted in a *Loss on extinguishment of debt* of \$5.5 million. At December 31, 2003, \$80.5 million of total principal was repurchased. Interest on the notes is paid semi-annually in arrears in January and July. Using prevailing interest rates on similar instruments, the estimated fair value of these notes was \$21.0 and \$108.0 million at December 31, 2003 and 2002, respectively. The foregoing fair value estimate was prepared by an independent third party and may or may not reflect the actual trading value of this instrument.



**Table of Contents**

**NEWMONT MINING CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

***NYOL 8 7/8% Notes***

These notes were extinguished during the third quarter of 2003. See additional discussion in Note 12.

***6% Convertible Subordinated Debentures***

Uncollateralized debentures in an aggregate principal amount of \$100.0 million, maturing in January 2005 and bearing an annual interest rate of 6%, were outstanding at December 31, 2002. On September 22, 2003, Newmont announced that it had initiated the early redemption of these debentures. The debentures were redeemable at par, with accrued interest payable until the expected redemption date of October 29, 2003. As of October 29, 2003, 100% of principal was redeemed and accrued interest was paid resulting in a *Loss on extinguishment of debt* of \$0.2 million.

***Medium-Term Notes***

Uncollateralized notes with a principal amount of \$17.0 million and \$32.0 million maturing on various dates through late 2004 were outstanding at December 31, 2003 and 2002, respectively. The annual weighted interest rate was 7.92% and 7.68% during the years ended December 31, 2003 and 2002, respectively. Interest is payable semi-annually in March and September and the notes are not redeemable prior to maturity. Using prevailing interest rates on similar instruments, the estimated fair value of these notes was \$17.8 million and \$33.2 million at December 31, 2003 and 2002, respectively. The foregoing fair value estimate was prepared by an independent third party and may or may not reflect the actual trading value of this instrument.

***Newmont Australia Infrastructure Bonds***

In June 1996, NP Finance Limited and GPS Finance Limited, wholly-owned subsidiaries of Newmont Australia Limited (formerly Normandy), issued A\$111.9 million (approximately \$83.9 million) and A\$21.9 million (approximately \$16.4 million), respectively, of 7.906%, fifteen-year bonds at a premium to fund certain gas pipeline and power station projects. The bonds were issued at a premium due to unique tax-related benefits available to the bondholders and the issuer under Australian tax regulations. Interest is accrued and capitalized semi-annually in arrears in June and December of each year. Concurrently, with the issue of the Infrastructure Bonds described above, GMK Investments Pty Ltd ( GMKI ), a wholly-owned subsidiary of Newmont Australia Limited (formerly Normandy), entered into an offsetting transaction, making payments to Deutsche Bank Aktiengesellschaft ( DBA ) equal to the face value of the bonds in return for DBA agreeing to purchase the bonds from each holder of the bonds in June 2004 and to sell those bonds to GMKI for a nominal amount at that time. The receivable from DBA also accrues interest receivable at 7.906% and such interest is capitalized semi-annually in arrears in June and December of each year. Because the arrangement does not qualify as a defeasance of debt, the receivable was presented in *Investments* at December 31, 2002 in the Consolidated Balance Sheets (see Note 10). During 2003, Newmont reclassified this investment as a current asset and the corresponding debt liability as part

of Current portion of long-term debt because, as stated above, the DBA is obligated to repurchase these bonds from each holder in June 2004. The repurchase of these bonds will effectively retire the outstanding liability and satisfy the receivable. The estimated fair values of the receivables from DBA were A\$200.1 million (\$150.0 million) and A\$39.1 million (\$29.3 million) in respect of each bond issue at December 31, 2003. The estimated fair values of the receivables from DBA were A\$184.1 million (\$138.0 million) and A\$36.1 million (\$27.1 million) in respect of each bond issue at December 31, 2002. The estimated fair values of the bonds were A\$201.6 million (\$151.1 million) and A\$39.4 million (\$29.5 million) at December 31, 2003. The estimated fair values of the bonds were A\$188.5 million (\$141.3 million) and A\$36.9 million (\$27.7 million) at December 31, 2002. The foregoing fair value estimates were prepared by an independent third party and may or may not reflect the actual trading value of these instruments.

## **Table of Contents**

### **NEWMONT MINING CORPORATION**

#### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

##### ***Prepaid Forward Transaction***

In July 1999, the Company entered into a prepaid forward gold sales contract (the *Prepaid Forward*) and a forward gold purchase contract (the *Forward Purchase*). Under the Prepaid Forward, the Company agreed to sell 483,333 ounces of gold, to be delivered in June of each of 2005, 2006 and 2007 in annual installments of 161,111 ounces (the *Annual Delivery Requirements*). The Company also agreed under the Prepaid Forward to deliver semi-annually 17,951 ounces of gold, beginning June 2000 through June 2007 (the *Semi-Annual Delivery Requirements*) for a total gold delivery obligation over the life of the Prepaid Forward of 752,598 ounces. At the time the Prepaid Forward was entered into, the Company received net proceeds of \$137.2 million (\$145.0 million of gross proceeds before transaction costs of \$653,000 and the purchase of a \$7.1 million surety bond to guarantee delivery of the Annual Delivery Requirements). The Company may also be entitled to receive additional proceeds in the future in connection with the annual deliveries of 161,111 ounces, to be determined at each delivery date based on the excess, if any, of the then market price for gold (up to a maximum of \$380 per ounce) over \$300 per ounce.

At the time the Company entered into the Prepaid Forward, it also entered into the Forward Purchase, with the same counterparty, to hedge the price risk with respect to the Semi-Annual Delivery Requirements. The Forward Purchase provides for semi-annual purchases of 17,951 ounces of gold on each semi-annual delivery date under the Prepaid Forward at prices increasing from \$263 per ounce in 2000 to \$354 per ounce in 2007. On each semi-annual delivery date, the ounces purchased under the Forward Purchase were delivered in satisfaction of the Company's delivery requirements under the Prepaid Forward. The transaction has been accounted for as a single borrowing of \$145 million, with interest accruing, based on an effective interest rate recognized over the full term of the borrowing. Using relevant future market conditions and financial models, the estimated fair value of these contracts was approximately \$208.7 million and \$186.7 million at December 31, 2003 and 2002, respectively.

##### **Project Financings**

###### ***Yanacocha***

*Trust Certificates.* Yanacocha issued debt through the sale of \$100.0 million 8.4% Series A Trust Certificates to various institutional investors. At December 31, 2003 and 2002, \$16.0 million and \$44.0 million, respectively, were outstanding under this financing. Interest on the Certificates is fixed at 8.4% and repayments are required quarterly through June 2004. The Certificates are collateralized by certain of Yanacocha's assets, certain restricted funds and also are specifically collateralized by future gold sales, through a trust agreement with the Bank of New York. Because these Certificates are specialized, it is not practicable to estimate the fair value of this debt.

*\$100 million Credit Facility.* In December 1999, Yanacocha entered into a \$100.0 million credit facility with the International Finance Corporation. The two-tier facility (a \$20.0 million A Tranche and an \$80.0 million B Tranche) is revolving and converts into term loans. The A Tranche has a five-year revolving availability period and converts thereafter to a five-year term loan. The B Tranche had a three-year revolving availability period that converted to a four-year term loan in December 2002. Initial draw-downs under the loan were used for development of the La Quinua project; however, the loan accommodates repayments during the revolving availability period and any subsequent borrowings

may be used for other development purposes. Interest applicable to the A Tranche is based on LIBOR plus 2.375%. Interest applicable to the B Tranche is based on LIBOR plus 2.0% through the second anniversary of the agreement, LIBOR plus 2.25% from year two to year four and LIBOR plus 2.5% after the fourth anniversary.



**Table of Contents**

**NEWMONT MINING CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The A Tranche interest rate was 3.5% and 4.2% at December 31, 2003 and 2002, respectively. The weighted-average rate was 4.3% and 4.3% for 2003 and 2002, respectively. The B Tranche interest rate was 3.4% and 4.1% at December 31, 2003 and 2002, respectively. The weighted-average rate was 3.7% and 4.1% for 2003 and 2002, respectively. The outstanding amount under this credit line was \$40.0 million and \$50.0 million at December 31, 2003 and 2002, respectively. Of the \$50.0 million outstanding at December 31, 2002, \$40.0 million was outstanding under the B Tranche and was converted to a four-year term loan. Using prevailing interest rates on similar instruments, the estimated fair value of this debt approximated the carrying value at December 31, 2003 and 2002.

*\$40 million Credit Facility.* Yanacocha has a \$40.0 million line of credit with Banco de Credito del Peru that expires in July 2004. The interest rate is LIBOR plus 0.75%. The interest rate was 2.8% at December 31, 2002 and the weighted-average interest rate during 2002 was 2.8%. Under this facility, \$6.0 million was outstanding at December 31, 2002. The estimated fair value of this debt approximated the carrying value at December 31, 2002. There was no outstanding amount under this credit line at December 31, 2003.

All Yanacocha debt is non-recourse to the Company and is secured by substantially all of Yanacocha's property, plant and mine development; see above for specific security on the Trust Certificates. The carrying value of the property, plant and mine development was \$762.7 million and \$713.8 million at December 31, 2003 and 2002, respectively. Under the terms of the Trust Certificates loan, the Yanacocha maintains an escrow account for the next interest and principal installment due. Such amount totaled \$16.7 million and \$15.8 million as of December 31, 2003 and 2002, respectively. The escrow account amounts are included in *Other current assets*. Under certain conditions, a portion of these amounts may be used for scheduled debt payments. The financing agreements contain certain covenants that limit indebtedness and payment of dividends to partners, among others. In addition, Yanacocha must maintain certain financial ratios as provided in the financing agreements. At December 31, 2003 and 2002, Yanacocha was in compliance with these covenants.

***Zarafshan-Newmont***

The Company, through a wholly-owned subsidiary, is a 50% participant in the Zarafshan-Newmont joint venture ( Zarafshan-Newmont ) in the Republic of Uzbekistan. The other participants are two Uzbekistan government entities. Zarafshan-Newmont had a loan with the European Bank for Reconstruction and Development ( EBRD ), with an outstanding balance of \$12.0 million at December 31, 2001, which was collateralized by the assets of the project. This loan was repaid during 2002.

In December 2000, Zarafshan-Newmont entered into an additional \$30.0 million loan under the EBRD facility, of which \$15.0 million was the Company's share, primarily for capital expansion. The outstanding amount on this loan was \$26.3 million and \$30.0 million at December 31, 2003 and 2002, respectively. The loan facility will be repaid in eight equal semi-annual payments of \$3.75 million, beginning July 2003 and ending January 2007. The interest rate is based on the three-month LIBOR plus 3.25%. The interest rate was 4.4% and 5.1% at December 31, 2003 and 2002 and the weighted-average interest rate was 4.7% and 5.3% for 2003 and 2002, respectively. Using prevailing interest rates on similar instruments, the estimated fair value of this debt approximated the carrying value at December 31, 2003 and 2002. Zarafshan is required to maintain a minimum balance of \$2.4 million in an account to ensure the timely repayments of principal and interest.

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The assets of Zarafshan-Newmont secure the loan (with carrying values of approximately \$193.7 million and \$205.1 million at December 31, 2003 and 2002, respectively). In addition, the Company has guaranteed 50% of the loans and the Uzbek partners have guaranteed the remaining 50%. Under the terms of the EBRD facility, certain payments, including payment of any distribution of capital or disbursement of funds not directly related to

**Table of Contents**

**NEWMONT MINING CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

expenses of the project, are not permitted unless certain conditions and financial ratios are met. Restricted payments include not declaring or paying any distribution and not disbursing any funds for expenditures not directly related to the project.

***Other Project Financing and Other Capital Leases***

At December 31, 2002, in conjunction with the development of its properties, Newmont had several facilities maturing through 2008 with various international lending institutions with interest rates ranging from 3.5% to 10.3%, with approximately \$44.4 million outstanding. At December 31, 2003, the outstanding balances have been reduced through the payment of normal maturities to approximately \$1.2 million.

**Corporate Revolving Credit Facilities**

The Company has three uncollateralized revolving credit facilities with a consortium of banks: a \$200.0 million U.S. dollar denominated revolving credit facility with an initial term of 364 days, which may be extended annually to October 2006 (and with a current maturity date of October 6, 2004); a \$400.0 million multi-currency revolving credit facility, which matures in October 2006 and provides for borrowing in U.S., Canadian and Australian dollars, and which also contains a letter of credit sub-facility; and a \$150.0 million multi-currency revolving credit facility, which also matures in 2006, and provides for borrowing in U.S. and Australian dollars. Interest rates and facility fees vary based on the credit ratings of the Company's senior, uncollateralized, long-term debt. Borrowings under the facilities bear interest at a rate per annum equal to either the LIBOR plus a margin ranging from 0.45% to 1.25% or the greater of the federal funds rate plus 0.5% or the lead bank's prime rate plus a margin ranging from 0% to 0.25%. Facility fees accrue at a rate per annum ranging from 0.10% to 0.40% of the commitment. At December 31, 2003, the fees were 0.15%, 0.175% and 0.30% of the commitment, for the \$200.0 million, the \$400.0 million and the \$150.0 million facilities, respectively. There were no outstanding borrowings under the facilities as of December 31, 2003 and 2002. The Company is in compliance with all covenants under these facilities.

**Debt Covenants**

Certain of Newmont's current debt facilities contain various common public debt covenants and default provisions including payment defaults, limitation on liens, limitation on sales and leaseback agreements and merger restrictions. These debt instruments include the medium term notes, 8<sup>5</sup>/<sub>8</sub>% debentures, 8<sup>3</sup>/<sub>8</sub>% debentures and the sale-leaseback of the refractory ore treatment plant. None of the aforementioned public debt instruments contain financial ratio covenants or credit rating provisions that could create liquidity issues for the Company.

In addition to the covenants noted above, the Corporate Revolving Credit Facilities contain financial ratio covenants requiring the Company to maintain a net debt to EBITDA (Earnings before interest expense, income taxes, depreciation and amortization) ratio of less than or equal to 4.0 and a net debt (total debt net of cash) to total capitalization ratio of less than or equal to 62.5%. Furthermore, the Corporate Revolving Credit

Facilities contain covenants limiting the sale of all or substantially all of the Company's assets, certain change of control provisions and a negative pledge on certain assets.

Certain of the Company's project debt facilities contain various common project debt covenants and default provisions including limitations on dividends subject to certain debt service cover ratios, limitations on sales of assets, negative pledges on certain assets, change of control provisions and limitations of additional permitted debt.

Table of Contents

## NEWMONT MINING CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

At December 31, 2003 the Company and its subsidiaries were in full compliance with all debt covenants and default provisions.

**NOTE 14 RECLAMATION AND REMEDIATION (ASSET RETIREMENT OBLIGATIONS)**

The Company's mining and exploration activities are subject to various federal and state laws and regulations governing the protection of the environment. These laws and regulations are continually changing and are generally becoming more restrictive. The Company conducts its operations so as to protect the public health and environment and believes its operations are in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations, but cannot predict the amount of such future expenditures. Estimated future reclamation costs are based principally on legal and regulatory requirements.

Effective January 1, 2003, the Company adopted SFAS No. 143, Accounting for Asset Retirement Obligations. As a result, *Reclamation and remediation liabilities* increased by \$120.7 million for the fair value of the estimated asset retirement obligations, *Other current liabilities* increased by \$2.3 million for worker participation bonuses in Peru (bonuses required by law at Yanacocha based on net income), *Deferred income tax assets* increased by \$11.2 million, *Property, plant and mine development, net* increased by \$69.1 million, *Minority interest in subsidiaries* decreased by \$16.2 million, *Investments* decreased by \$8.0 million and a \$34.5 million loss was recorded for the *Cumulative effect of a change in accounting principle, net of tax*. At December 31, 2003 and 2002, \$361.0 million and \$254.1 million, respectively, were accrued for reclamation obligations relating to currently or recently producing mineral properties.

In addition, the Company is involved in several matters concerning environmental obligations associated with former, primarily historic, mining activities. Generally, these matters concern developing and implementing remediation plans at the various sites involved. At December 31, 2003 and 2002, \$58.6 million and \$48.1 million, respectively, were accrued for such obligations. These amounts are also included in *Reclamation and remediation liabilities*.

The following is a reconciliation of the total liability for asset retirement obligations (in thousands):

Balance December 31, 2002	\$ 302,229
Impact of adoption of SFAS No. 143	120,707
Additions and changes in estimates	10,949
Liabilities settled	(36,862)
Accretion expense	22,610
	<hr/>
Balance December 31, 2003	\$ 419,633
	<hr/>

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The current portions of *Reclamation and remediation liabilities* of \$57.4 million and \$13.7 million at December 31, 2003 and 2002, respectively, are included in *Other current liabilities*. There were no assets that were legally restricted for purposes of settling asset retirement obligations at December 31, 2003.

On a pro forma basis, the liabilities for asset retirement obligations would have been \$420.0 million and \$422.9 million at January 1, 2002 and December 31, 2002, respectively, if SFAS No. 143 had been applied at the beginning of 2002.

**Table of Contents****NEWMONT MINING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The table below presents the impact of the accounting change for year ended December 31, 2003 and the pro forma effect for the years ended December 31, 2002 and 2001 as if the change had been in effect for those periods (in thousands, except per share data):

	Year ended December 31,		
	2003	2002	2001
<u>(Decrease) increase to income</u>	<u>Impact</u>	<u>(pro forma)</u>	<u>(pro forma)</u>
Costs applicable to sales (exclusive of depreciation, depletion and amortization shown separately below)			
Gold	\$ 21,597	\$ 10,548	\$ 9,779
Base metals	358		
Depreciation, depletion, and amortization	(13,607)	(13,228)	(11,359)
Income tax (expense) benefit	(2,922)	938	553
Minority interest	(4,567)	1,938	1,451
Equity income of affiliate	(1,309)	36	(1,656)
(Decrease) increase to income before cumulative effect of a change in accounting principle	<u>\$ (450)</u>	<u>\$ 232</u>	<u>\$ (1,232)</u>
(Decrease) increase to income before cumulative effect of a change in accounting principle per common share, basic and diluted	<u>\$ 0.00</u>	<u>\$ 0.00</u>	<u>\$ 0.00</u>

The table below presents pro forma income (loss) and income (loss) per common share before cumulative effect of a change in accounting principle for years ended December 31, 2002 and 2001 as if the Company had adopted the SFAS No. 143 as of January 1 of each year (in thousands, except per share data):

2002			2001	
Income applicable to common shares before cumulative effect of a change in accounting principle	Income per common share before cumulative effect of a change in accounting principle, basic	Income per common share before cumulative effect of a change in accounting principle, diluted	Net loss applicable to common shares	Net loss per common share, basic and diluted

As reported	\$ 146,622	\$ 0.40	\$ 0.39	\$ (54,119)	\$ (0.28)
Change in accounting method SFAS No. 143	232			(1,232)	
Pro forma	\$ 146,854	\$ 0.40	\$ 0.39	\$ (55,351)	\$ (0.28)

The Company recorded \$19.2 million, \$5.2 million and \$1.0 million of reclamation expense during the years ended December 31, 2003, 2002 and 2001, respectively, for non-operating properties.

#### NOTE 15 SALES CONTRACTS, COMMODITY AND FINANCIAL INSTRUMENTS

Newmont has an unhedged philosophy with respect to gold, and generally sells its gold production at market prices. Newmont has, on a limited basis, entered into derivative contracts to protect the selling price for certain anticipated gold production and to manage risks associated with sales contracts, commodities, interest rates and foreign currency. In addition, at the time of the Normandy acquisition, three of Normandy's affiliates had a substantial derivative instrument position. These three affiliates are now known as Newmont Gold Treasury Pty Ltd., Newmont NFM and NYOL. Newmont is not required to place collateral with respect to its commodity instruments and there are no margin calls associated with such contracts.



**Table of Contents****NEWMONT MINING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****Gold Commodity Contracts**

For all floating rate instruments, the average prices quoted are gross contractual prices. The net forward prices ultimately realized on floating gold hedging contracts are the sum of the gross contractual forward prices less any associated future financing costs arising from gold borrowing commitments related to such floating rate instruments. Floating put option valuations include a deferred premium cost which is payable in gold ounces upon expiration of the options.

For the year ended December 31, 2003, a net gain of \$28.3 million was included in *Net income (loss)* for the ineffective portion of derivative instruments designated as cash flow hedges and a net loss of \$5.4 million for the change in fair value of gold commodity contracts that do not qualify as hedges (included in *Gain (loss) on derivative instruments, net*). The amount to be reclassified from *Accumulated other comprehensive income (loss), net of tax* to income for derivative instruments during the next 12 months is a gain of approximately \$11.4 million. The maximum period over which hedged forecasted transactions are expected to occur is eight years.

During 2003, the Company extinguished the NYOL derivative liabilities, see Note 12 for further discussion.

The tables below are expressed in thousands of ounces of gold, and prices for contracts denominated in A\$ have been translated to U.S.\$ at the exchange rate at December 31, 2003 of U.S.\$0.75 per A\$1.

**Gold Forward Sales Contracts**

Newmont had no gold forward sales contracts at December 31, 2003, although positions existed at December 31, 2002. The fair values of these contracts at December 31, 2002 were as follows:

	<b>Fair Value</b>
<b>Gold Forward Sales Contracts:</b>	<b>U.S.\$ (000)</b>
<b>(A\$ Denominated)</b>	
Fixed Forwards	\$ (138,095)
Floating Rate Forwards	(37,401)
Synthetic Forwards	(34,222)

Total	\$ (209,718)
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**Gold Put Option Contracts**

Newmont had the following gold put option contracts outstanding at December 31, 2003:

	Expected Maturity Date or Transaction Date					Total/ Average	Fair Value
	2004	2005	2006	2007	Thereafter		U.S.\$ (000)
<b>Gold Put Option Contracts:</b>							
U.S.\$ Denominated Fixed Purchased Puts:							
Ounces (in thousands)	203	205	100	20		528	\$ (11,758)
Average price	\$ 292	\$ 292	\$ 338	\$ 397	\$	\$ 305	

Notes: Fixed purchased put option contracts provide the right, but not the obligation, to sell a specified number of ounces at a specified strike price and are accounted for as cash flow hedges.

**Table of Contents****NEWMONT MINING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The fair value of the gold put option contracts outstanding at December 31, 2002 were as follows:

	<b>Fair Value</b>
	<b>U.S.\$ (000)</b>
<b>Put Option Contracts:</b>	
U.S.\$ Denominated Fixed Purchased Puts	\$ (6,774)
A\$ Denominated Fixed Purchased Puts	(3,690)
A\$ Denominated Floating Purchased Puts	(12,140)
<b>Total</b>	<b>\$ (22,604)</b>

***Gold Convertible Put Options and Other Instruments***

Newmont had no gold convertible put option contracts and other instruments outstanding at December 31, 2003, although positions existed at December 31, 2002. The fair values of these contracts at December 31, 2002 were as follows:

	<b>Fair Value</b>
	<b>U.S.\$ (000)</b>
<b>Gold Convertible Put Options</b>	
<b>and Other Instruments:</b>	
<b>(A\$ Denominated)</b>	
Floating Convertible Put Options	\$ (102,952)
Indexed Forward Contracts	(6,794)
Knock-out/knock-in Contracts	(15,740)
<b>Total</b>	<b>\$ (125,486)</b>

***Gold Sold Convertible Put Options***

Newmont had no sold convertible put option contracts outstanding at December 31, 2003, although a position did exist at December 31, 2002. The fair value of the position at December 31, 2002 was negative \$14.3 million.

***Price-Capped Sales Contracts***

In September 2001, Newmont entered into transactions that closed out certain call options. The options were replaced with a series of forward sales contracts requiring physical delivery of the same quantity of gold over slightly extended future periods. Under the terms of the contracts, Newmont will realize the lower of the spot price on the delivery date or the capped price ranging from \$350 per ounce in 2005 to \$392 per ounce in 2011. The fair value of the forward sales contracts of \$53.8 million was recorded as deferred revenue and will be included in sales revenue as delivery occurs in 2005 through 2011. The forward sales contracts are accounted for as normal sales contracts under SFAS 133.

Newmont had the following price-capped forward sales contracts outstanding at December 31, 2003:

		Expected Maturity Date					
		or Transaction Date					
Price-capped contracts:		2004	2005	2006	2007	Thereafter	Total/ Average
(U.S.\$ Denominated)							
Ounces (in thousands)			500			1,850	2,350
Average price		\$	\$ 350	\$	\$	\$ 384	\$ 377

**Table of Contents****NEWMONT MINING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)*****Silver Commodity Contracts***

During the three months ended September 30, 2003, Newmont entered into silver fixed forward contracts. These contracts have been designated as cash flow hedges of future silver by-product credits and, as such, changes in the market value have been recorded in *Other comprehensive income, net of tax*. Newmont had the following silver forward contracts outstanding at December 31, 2003:

	Expected Maturity Date or Transaction Date			Fair value at December 31, 2003
	2004	2005	Total/ Average	
<b>Silver Forward Contracts:</b>				
(U.S.\$ Denominated)				
Ounces (in thousands)	1050	600	1,650	\$ (1,000)
Average price	\$ 5.3	\$ 5.5	\$ 5.4	

***U.S.\$/Gold Swap Contracts***

Prior to Newmont's acquisition of the company, Normandy entered into a U.S.\$/gold swap contract whereby principal payments on U.S.\$ bonds were swapped into gold-denominated payments of 600,000 ounces in 2008. Newmont Australia also received U.S.\$ fixed interest payments and paid gold lease rates, which are indexed to market rates. This instrument was marked to market at each period end, with the change reflected in income until the contract was closed out during the NYOL buy back transaction (Note 12). However, the indexed portion of the transaction was held by the one counterparty which did not accept the offer. This position was extinguished as part of the NYOL voluntary administration process (Note 12). The fair value of this instrument at December 31, 2002 was a negative \$87.2 million.

**Other Sales Contracts, Commodity and Derivative Instruments*****Foreign Currency Contracts***

Newmont acquired certain cross currency swap contracts in the Normandy transaction intended to hedge the currency risk on repayment of U.S.\$-denominated debt. These contracts were closed out during the quarter ended June 30, 2002 for net proceeds of \$50.8 million. The contracts were accounted for on a mark-to-market basis until closed out, resulting in a loss \$8.5 million for the period from February 15, 2002 through December 31, 2002.

Newmont also acquired currency swap contracts to receive A\$ and pay U.S.\$ designated as hedges of A\$-denominated debt. The A\$-denominated debt was repaid during the quarter ended June 30, 2002 and the contracts are currently undesignated. The contracts are accounted for on a mark-to-market basis. At December 31, 2003, they had a positive fair value of \$7.7 million, and at December 31, 2002, they had a negative fair value of \$21.9 million.

***Interest Rate Swap Contracts***

During the last half of 2001, Newmont entered into contracts to hedge the interest rate risk exposure on a portion of its \$275 million 8.625% debentures and its \$200 million 8.375% debentures (see Note 13). These transactions resulted in a reduction in interest expense of \$6.9 million, \$5.9 million and \$0.8 million for the years ended December 31, 2003, 2002 and 2001, respectively. The fair value of the ineffective portions accounted for as derivative assets was \$5.3 million at December 31, 2003 and the fair value of the effective portions accounted for as fair value hedges were \$7.7 million and \$16.9 million at December 31, 2003 and 2002, respectively.

Table of Contents

## NEWMONT MINING CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## NOTE 16 INCOME TAXES

The Company's *Income tax (expense) benefit* consisted of:

	Years Ended December 31,		
	2003	2002	2001
	(in thousands)		
Current:			
United States	\$ (14,800)	\$ (9,866)	\$ 6,280
Foreign	(228,333)	(110,324)	(38,499)
	(243,133)	(120,190)	(32,219)
Deferred:			
United States	49,004	92,060	98,762
Foreign	(12,821)	8,230	(7,275)
	36,183	100,290	91,487
Total income tax (expense) benefit	\$ (206,950)	\$ (19,900)	\$ 59,268

The Company's *Pre-tax income (loss) before minority interest, equity income (loss) and impairment of affiliates and cumulative effect of a change in accounting principle* consisted of:

	Years Ended December 31,		
	2003	2002	2001
	(in thousands)		
United States	\$ 286,853	\$ (186,281)	\$ (249,516)
Foreign	638,533	402,607	186,465
Total	\$ 925,386	\$ 216,326	\$ (63,051)





**Table of Contents****NEWMONT MINING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The Company's income tax (expense) benefit differed from the amounts computed by applying the United States statutory corporate income tax rate for the following reasons:

	<b>Years Ended December 31,</b>		
	<b>2003</b>	<b>2002</b>	<b>2001</b>
	<b>(in thousands)</b>		
<i>Pre-tax income (loss) before minority interest, equity income (loss) and impairment of affiliates and cumulative effect of change in accounting principle</i>	\$ 925,386	\$ 216,326	\$ (63,051)
United States statutory corporate income tax rate	35%	35%	35%
Income tax (expense) benefit computed at United States statutory corporate income tax rate	(323,885)	(75,714)	22,068
Reconciling items:			
Percentage depletion and Canadian Resource Allowance	21,540	34,352	17,325
Change in valuation allowance on deferred tax assets	85,220	(2,506)	(17,269)
Acquisition related expenses			(4,375)
Effect of foreign earnings, net of allowable credits	27,766	16,728	29,537
US tax effect of minority interest attributable to non-U.S. investees	22,208	11,494	10,096
Rate differential for foreign earnings indefinitely reinvested	13,438	(4,994)	
Resolution of tax issues associated with prior years		10,198	
Foreign currency translation of monetary assets	(54,445)	(9,294)	
Tax effect of changes in tax laws	35,695		
Non-U.S. tax effect attributable to the extinguishment of debt	(35,629)		
Other	1,142	(164)	1,886
<b>Total Income tax (expense) benefit</b>	<b>\$ (206,950)</b>	<b>\$ (19,900)</b>	<b>\$ 59,268</b>

**Table of Contents****NEWMONT MINING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Components of the Company's consolidated deferred income tax assets (liabilities) are as follows:

	<b>Years Ended December 31,</b>	
	<b>2003</b>	<b>2002</b>
	<b>(in thousands)</b>	
Deferred tax assets:		
Depletion of the cost of mineral interests	\$ 229,225	\$ 204,661
Exploration costs	69,039	61,023
Depreciation	84,958	83,255
Capitalized mining costs	33,707	53,920
Net operating losses and tax credits	388,796	402,188
Retiree benefit and vacation accrual costs	83,995	82,692
Remediation and reclamation costs	81,204	70,547
Foreign currency exchange	11,661	36,114
Derivative instruments	18,649	137,356
Unrealized loss on investments	11,055	19,543
Other	44,081	39,081
	<u>1,056,370</u>	<u>1,190,380</u>
Valuation allowance for deferred tax assets	(230,298)	(377,501)
	<u>826,072</u>	<u>812,879</u>
Deferred tax assets, net of valuation allowance		
Deferred tax liabilities:		
Net undistributed earnings of subsidiaries	(32,615)	(156,049)
Unrealized gain on investments	(75,092)	(35,729)
Depletable and amortizable costs associated with mineral rights	(342,641)	(352,454)
Depreciation	(14,539)	(76,434)
Capitalized mining costs	(124,951)	(32,099)
Foreign currency exchange	(21,727)	
Capitalized interest	(21,862)	(25,390)
Other	(17,890)	(6,766)
	<u>(651,317)</u>	<u>(684,921)</u>
Deferred tax liabilities		
Net deferred tax assets	<u>\$ 174,755</u>	<u>\$ 127,958</u>

Net deferred tax assets consist of:

	Years Ended	
	December 31,	
	2003	2002
	(in thousands)	
Current deferred tax assets	\$ 73,665	\$ 51,451
Non-current deferred tax assets	752,407	761,428
Current deferred tax liabilities	(18,182)	(28,469)
Non-current deferred tax liabilities	(633,135)	(656,452)
Net deferred tax assets	\$ 174,755	\$ 127,958

**Table of Contents**

**NEWMONT MINING CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Newmont intends to indefinitely reinvest earnings from certain foreign operations. Accordingly, U.S. and non-U.S. income and withholding taxes for which deferred taxes might otherwise be required, have not been provided on a cumulative amount of temporary differences (including, for this purpose, any difference between the tax basis in the stock of a consolidated subsidiary and the amount of the subsidiary's net equity determined for financial reporting purposes) related to investments in foreign subsidiaries of approximately \$840 million and \$971 million at December 31, 2003 and 2002, respectively. The additional U.S. and non-U.S. income and withholding tax that would arise on the reversal of the temporary differences could be offset in part, by tax credits. Because the determination of the amount of available tax credits and the limitations imposed on the annual utilization of such credits are subject to a highly complex series of calculations and expense allocations, it is impractical to estimate the amount of net income and withholding tax that might be payable.

As of December 31, 2003 and December 31, 2002, the Company had (i) \$889.5 million and \$784.6 million of net operating loss carryforwards respectively; and (ii) \$111.7 million and \$172.4 million of tax credit carryforwards respectively. Of the amounts of net operating loss carryforwards, \$127.1 million and \$153.9 million, respectively, are attributable to acquired mining operations conducted in the United States and will begin expiring in 2013 if not utilized before then. As of December 31, 2003, another \$762.3 million of net operating losses carryforwards are attributable to acquired mining operations in Australia for which current tax law provides no expiration period. The remaining net operating losses available are attributable to acquired entities and have various temporal and other limitations that may restrict the ultimate realization of the tax benefits of such tax attributes.

Tax credit carryforwards of \$85.3 million and \$128.1 million consist of foreign tax credits available in the United States and substantially all such credits not utilized in the interim period will expire at the end of 2006. Other credit carryforwards in the amounts of \$26.4 million and \$44.3 million, respectively, represent alternative minimum tax credits attributable to the Company's U.S. operations for which the current tax law provides no period of expiration.

The Company decreased the valuation allowance related to deferred tax assets by \$147.2 million during 2003. The decrease resulted primarily from the reversal of valuation allowances associated with acquired U.S. and Australian net operating losses and U.S. foreign tax credits due to sufficient evidence to support the future realization of these deferred tax assets, along with the transfer or expiration of certain non-U.S. net operating losses. The remaining valuation allowance is primarily attributable to foreign tax credits and tax losses at the Company's non-U.S. subsidiaries, which are required due to the uncertainty of utilizing the credits during the prescribed carryforward period from certain limitations under U.S. tax law and the ability of the non-U.S. subsidiaries to generate sufficient taxable income to realize the loss carryforwards, respectively. Of the above valuation allowance recorded as of December 31, 2003 and 2002, \$81.3 million and \$166.9 million, respectively, is attributable to deferred tax assets for which any subsequently recognized tax benefits will be allocated to reduce goodwill related to the acquisition of Normandy. Of the net decrease of \$85.6 million, goodwill was reduced by \$34.8 million related to the realization of deferred tax assets in 2003 for the acquisition of Normandy and by \$9.0 million for the transfer or expiration of non-U.S. tax losses recorded at the Normandy acquisition. The reversal of \$12.5 million of the valuation allowance related to the U.S. foreign tax credits will be recorded to shareholders' equity upon realization of those deferred tax assets.

**Table of Contents****NEWMONT MINING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The breakdown of the Company's net deferred tax assets (liabilities) between the United States and foreign taxing jurisdictions is as follows:

	Years Ended	
	December 31,	
	2003	2002
	(in thousands)	
United States	\$ 399,990	\$ 344,913
Foreign	(225,235)	(216,955)
Deferred tax assets	\$ 174,755	\$ 127,958

**NOTE 17 STOCKHOLDERS' EQUITY AND EARNINGS PER SHARE****Newmont Common Stock**

During November 2003, Newmont completed an equity offering of 25 million shares of common stock under its existing shelf registration statement filed with the Securities and Exchange Commission. The gross proceeds of approximately \$1.0 billion from this offering are intended to be used for general corporate purposes, which could include the funding of new project development, other capital expenditures and repayment of debt.

During April and December 2003, Newmont issued approximately 4.4 million shares of common stock in connection with the NFM Scheme of Arrangement and 0.8 million shares of common stock in connection with the acquisition of Moydow's interest in the Ntotoroso property, respectively. During February 2002, Newmont issued 110.5 million shares of common stock (or exchangeable shares) for the acquisition of Franco-Nevada and 86.5 million shares plus cash for the acquisition of Normandy. During January 2001, Newmont issued 24.1 million shares of common stock in exchange for Battle Mountain common stock and Battle Mountain exchangeable shares. These transactions are discussed in Notes 3 and 9.

The Company paid dividends of \$0.17 per common share of Newmont stock during 2003 and \$0.12 per common share in each of 2002 and 2001.

### **Treasury Shares**

Treasury stock is acquired by the Company when restricted stock (see Note 19) vests. At vesting, a participant has a tax liability and, pursuant to the participant's award agreement, may elect withholding of restricted stock in full or partial satisfaction of such tax obligation, but only to the extent that such restricted stock has become fully vested. The withheld stock is accounted for as treasury stock and carried at the par value of the related common stock.

### **Exchangeable Shares**

In connection with the acquisition of Franco-Nevada in February 2002, certain holders of Franco-Nevada common stock received 0.8 of an exchangeable share of Newmont Mining Corporation of Canada Limited (formerly Franco-Nevada) for each share of common stock held. These exchangeable shares are convertible, at the option of the holder, into shares of Newmont common stock on a one-for-one basis, and entitled holders to dividends and other rights economically equivalent to holders of Newmont common stock. At December 31, 2003 and 2002, the value of these no-par shares was included in *Additional paid-in capital*.

**Table of Contents**

**NEWMONT MINING CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Convertible Preferred Stock**

In April 2002, Newmont announced the redemption of all issued and outstanding shares of its \$3.25 cumulative preferred stock as of May 15, 2002. Pursuant to the terms of the cumulative convertible preferred stock, Newmont paid a redemption price of \$50.325 per share, plus \$0.8125 per share for accrued dividends at the redemption date. In settlement of the total redemption price of \$51.1375 per preferred share, Newmont issued each holder of record 1.19187 shares of its common stock and cash for any remaining fractional interests.

The Company did not pay any preferred stock dividends during 2003 and paid \$3.7 million and \$7.5 million in preferred stock dividends in 2002 and 2001, respectively.

**Warrants**

As of December 31, 2002, Newmont Mining Corporation of Canada Limited ( NMCCCL ) had 2.2 million Class A warrants outstanding that expired during September 2003. Each Class A warrant, plus CDN\$200, was exchangeable for 3.2 shares of Newmont common stock. None of the Class A warrants were exercised before expiration. NMCCCL also had 2.1 million Class B warrants outstanding as of December 31, 2002 with an expiration date in November 2003. Each Class B warrant, plus CDN\$100 per warrant, was exchangeable for 2.464 shares of Newmont common stock. Of the total Class B warrants, 99.9% were exercised before expiration.

**Earnings per Share**

The 3.1 million difference between the 410.6 million basic weighted-average common shares outstanding and the 413.7 million diluted weighted-average common shares outstanding at December 31, 2003 is due to the assumed conversion of employee stock options. Employee stock options with exercise prices greater than the average market price were excluded from the December 31, 2003 diluted weighted-average common shares because the effect would have been anti-dilutive. Employee stock options are potentially outstanding for up to ten years.

The 2.1 million difference between the 370.9 million basic weighted-average common shares outstanding and the 373.0 million diluted weighted-average common shares outstanding at December 31, 2002 was due to the assumed conversion of employee stock options. Approximately 5.2 million employee stock options with exercise prices greater than the average market price and 0.5 million shares that could be issued upon conversion of the Company's 6% Convertible Subordinated Debentures were excluded from the December 31, 2002 diluted weighted-average common shares because the effect would have been anti-dilutive.

Basic and diluted EPS are the same in 2001 as all potential common stock instruments, consisting of options, warrants and convertible preferred stock, were anti-dilutive.



**Table of Contents****NEWMONT MINING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****NOTE 18 STATEMENT OF COMPREHENSIVE INCOME (LOSS)**

	Years Ended December 31,		
	2003	2002	2001
	(in thousands)		
<b>Comprehensive income (loss)</b>			
Net income (loss)	\$ 475,667	\$ 158,061	\$ (46,644)
Other comprehensive income (loss):			
Unrealized (loss) gain on marketable equity securities, net of tax of \$1,572, \$9,426 and \$(11,941), respectively	(5,044)	(12,824)	18,290
Foreign currency translation adjustments	23,182	3,622	(3,241)
Cumulative effect of change in accounting principle (Note 24), net of tax of \$(917)			1,703
Minimum pension liability adjustments, net of tax of \$(189), \$15,429 and \$(244), respectively	350	(28,655)	453
Changes in fair value of cash flow hedge instruments, net of tax of \$(26,650), \$8,176 and \$466, respectively	68,365	(16,721)	(865)
<b>Total other comprehensive income (loss)</b>	<b>86,853</b>	<b>(54,578)</b>	<b>16,340</b>
<b>Comprehensive income (loss)</b>	<b>\$ 562,520</b>	<b>\$ 103,483</b>	<b>\$ (30,304)</b>

	At December 31,	
	2003	2002
	(in thousands)	
<b>Accumulated other comprehensive income (loss):</b>		
Unrealized gain on marketable equity securities, net of tax of \$(188) and \$(1,384), respectively	\$ 467	\$ 5,511
Foreign currency translation adjustments	153	(23,029)
Minimum pension liability adjustments, net of tax of \$16,291 and \$16,490, respectively	(30,274)	(30,624)
Changes in fair value of cash flow hedge instruments, net of tax of \$(18,929) and \$7,724, respectively	52,481	(15,884)
<b>Accumulated other comprehensive income (loss)</b>	<b>\$ 22,827</b>	<b>\$ (64,026)</b>

During 2003, 2002 and 2001, the Company reclassified approximately \$16.9 million, \$1.9 million and \$0.4 million of gains related to the cash flow hedge instruments from *Other comprehensive income (loss)* to *Revenues* to reflect maturities of such instruments.

## **NOTE 19 STOCK OPTIONS**

### **Employee Stock Options**

The Company maintains stock option plans for executives and eligible employees. Under the Company's stock option plans, options to purchase shares of stock can be granted with exercise prices equal to or greater than the market value of the underlying stock at the date of grant. The options vest over periods ranging from two to four years and are exercisable over periods of up to ten years. In addition, the Company has a non-employee directors stock plan (the Directors Plan) under which non-employee directors were, before 2003, entitled to

**Table of Contents****NEWMONT MINING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

receive stock options in lieu of other compensation. At December 31, 2003, 11,767,961 shares were available for future grants under the Company's employee stock plans. In conjunction with the Directors Plan, 5,592 options were issued and outstanding at December 31, 2003.

The following table summarizes annual activity for all stock options for each of the three years ended December 31:

	<b>2003</b>		<b>2002</b>		<b>2001</b>	
	<b>Number of Shares</b>	<b>Weighted Average Exercise Price</b>	<b>Number of Shares</b>	<b>Weighted Average Exercise Price</b>	<b>Number of Shares</b>	<b>Weighted Average Exercise Price</b>
Outstanding at beginning of year	13,108,428	\$ 27.43	12,314,157	\$ 27.92	12,671,674	\$ 28.76
Options assumed from Franco-Nevada		\$	3,215,536	\$ 16.76		\$
Granted	2,014,600	\$ 39.92	1,798,224	\$ 26.44	1,439,548	\$ 22.38
Exercised	(4,025,689)	\$ 24.25	(3,797,332)	\$ 17.73	(403,673)	\$ 18.64
Forfeited and expired	(467,890)	\$ 41.38	(422,157)	\$ 33.62	(1,393,392)	\$ 32.56
Outstanding at end of year	10,629,449	\$ 30.02	13,108,428	\$ 27.43	12,314,157	\$ 27.92
Options exercisable at year end	7,245,460	\$ 28.05	10,213,935	\$ 27.79	9,448,459	\$ 28.66
Weighted-average fair value of options granted during the year	\$ 17.66		\$ 12.66		\$ 12.98	

The following table summarizes information about stock options outstanding at December 31, 2003, with exercise prices equal to the fair market value on the date of grant with no restrictions on exercisability after vesting (included in the All Stock Options table):

<b>Range of Exercise Prices</b>	<b>Options Outstanding</b>			<b>Options Exercisable</b>	
	<b>Number Outstanding</b>	<b>Weighted- average Remaining Contractual Life (in years)</b>	<b>Weighted- average Exercise Price</b>	<b>Number Exercisable</b>	<b>Weighted Average Exercise Price</b>

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\$10 to \$20	2,904,326	4.5	\$ 17.28	2,879,076	\$ 17.31
\$20 to \$24	1,917,516	7.6	\$ 22.99	1,180,743	\$ 22.70
\$25 to \$29	2,493,161	7.5	\$ 28.00	1,015,320	\$ 27.65
\$30 to \$49	1,423,261	2.3	\$ 37.53	1,420,568	\$ 37.54
\$49 to \$108	1,801,322	7.0	\$ 54.11	704,822	\$ 60.92
	<hr/>			<hr/>	
\$10 to \$108	10,539,586	5.9	\$ 29.88	7,200,529	\$ 27.91
	<hr/>			<hr/>	

Certain key executives were granted options that, although the exercise price was equal to the fair market value on the date of grant, cannot be exercised when otherwise vested unless the market price of Newmont's common stock is a defined amount above the option exercise price. In addition, the same executives were granted options with exercise prices in excess of the fair market value on the date of grant. Generally, these key executive options vest over a period of one to five years and are exercisable over a ten-year period. At December 31, 2003,

**Table of Contents****NEWMONT MINING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

89,863 of these options were outstanding and 44,931 were exercisable. Information about these stock options outstanding (included in the All Stock Options table) at December 31, 2003 is summarized below:

	Range of Exercise Prices	Options Outstanding			Options Exercisable	
		Number Outstanding	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Number Exercisable	Weighted Average Exercise Price
Options with exercise prices in excess of the fair market value on the date of the grant	\$48.00 to \$56.00	44,931	0.9 years	\$ 52.08	44,931	\$ 52.08
Options that cannot be exercised until the market price exceeds a fixed amount above the exercise price	\$40.00	44,932	0.9 years	\$ 40.07		

The Company's U.S. income taxes payable have been reduced, and the deferred tax assets increased, for the tax benefits associated with the exercise of employee stock options. The Company is entitled to a deduction equal to the excess of the fair market value of the stock issued at the date of exercise over the amount received from the employee (the option exercise price). These tax benefits were credited directly to shareholders' equity as additional paid in capital and amounted to \$19.3 million for 2003, and zero for 2002 and 2001, respectively.

**Other Stock-Based Compensation**

The Company grants restricted stock to certain employees. These shares are granted upon achievement of certain financial and operating thresholds at fair market value on the grant date. These stock grants are subject to certain restrictions related to ownership and transferability. In 2003, 2002 and 2001, 170,019, 180,368 and 248,601 shares of restricted stock, respectively, were issued, of which 242,116 and 234,515 shares remained restricted at December 31, 2003 and 2002, respectively. The weighted-average fair value of the stock grants were \$25.98, \$21.15 and \$16.88 in 2003, 2002 and 2001, respectively. Compensation expense recorded for these grants was \$13.1 million, \$6.0 million and \$3.3 million in 2003, 2002 and 2001, respectively.

The Company granted deferred stock awards to certain other employees. The awards vest after two years, at which time the related shares are issued free of any restrictions. In 2003, 2002 and 2001, respectively, deferred stock awards were granted equivalent to 174,795, 187,836 and 214,000 shares of stock, at weighted-average fair values of \$36.76, \$26.07 and \$24.34 per share. At December 31, 2003 and 2002, 340,060 and 373,834 deferred stock awards remained outstanding, respectively. Compensation expense recorded for these grants was \$4.8 million, \$3.2 million and \$0.8 million in 2003, 2002 and 2001, respectively.

**NOTE 20 EMPLOYEE PENSION AND OTHER BENEFIT PLANS**

**Pension Plans**

The Company's pension plans include: (1) two qualified non-contributory defined benefit plans (for salaried employees and substantially all domestic hourly union employees); (2) one non-qualified plan (for salaried employees whose benefits under the qualified plan are limited by federal legislation); (3) two qualified plans for salaried and hourly Canadian employees and (4) a non-qualified international plan (for select employees who are not eligible to participate in the U.S.-based plans because of citizenship). The vesting period for plans identified

**Table of Contents**

**NEWMONT MINING CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

in (1) and (2) is five years of service. These plans' benefit formulas are based on an employee's years of credited service and either (i) such employee's highest consecutive five years average pay (salaried plan) or (ii) a flat dollar amount adjusted by a service-weighted multiplier (hourly plan). The Canadian plans are fully vested upon remittance and the benefit formula is based on a percentage of annual pay. The international retirement plan's basic and savings accounts have a graded vesting schedule and are fully vested after four years of service. The international retirement plan's supplemental account is vested after attaining age 55 with 10 years of service or attaining age 62. The plan's benefit formula is based on a percentage of compensation as defined in the plan document.

Pension costs are determined annually by independent actuaries and pension contributions to the qualified plans are made based on funding standards established under the Employee Retirement Income Security Act of 1974.

**Other Benefit Plans**

The Company provides defined medical benefits to qualified retirees (and to their eligible dependents) who were salaried employees and defined life insurance benefits to qualified retirees who were salaried employees. In general, participants become eligible for these benefits upon retirement directly from the Company if they are at least 55 years old and the combination of their age and years of service with the Company equals 75 or more. This benefit is no longer provided to employees who joined the Company after January 1, 2003. The Company provides defined medical benefits to retirees (and their eligible dependents) who were Canadian salaried employees at the Golden Giant, Holloway and the closed Silidor mines, or Canadian hourly employees at the Holloway and the closed Silidor mines, and defined benefit life insurance benefits to retirees who were Canadian salaried and hourly employees at the Golden Giant and Holloway mines. Employees become eligible for these benefits upon retirement from the Company on or after age 55. Retirees receive medical benefits until they reach age 65.

Defined medical benefits cover most of the reasonable and customary charges for hospital, surgical, diagnostic and physician services and prescription drugs. Life insurance benefits are based on a percentage of final base annual salary and decline over time after retirement commences.

Table of Contents

## NEWMONT MINING CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The following tables provide a reconciliation of changes in the plans' benefit obligations and assets' fair values for the two-year period ended December 31, 2003, and a statement of the funded status as of December 31, 2003 and 2002 (in thousands):

	Pension Benefits		Other Benefits	
	2003	2002	2003	2002
<b>Change in Benefit Obligation:</b>				
Benefit obligation at beginning of year	\$ 251,430	\$ 216,240	\$ 69,013	\$ 59,024
Service cost-benefits earned during the year	9,389	8,307	2,981	2,720
Interest cost	16,520	15,845	3,752	4,161
Amendments		636	(10,243)	3,076
Actuarial loss	24,220	31,769	5,762	2,135
Foreign currency exchange loss	179	8	332	18
Settlement payments		(2,656)		
Benefits paid	(12,704)	(18,719)	(2,503)	(2,121)
Benefit obligation at end of year	\$ 289,034	\$ 251,430	\$ 69,094	\$ 69,013
<b>Accumulated Benefit Obligation</b>	<b>\$ 250,962</b>	<b>\$ 218,545</b>	<b>N/A</b>	<b>N/A</b>
<b>Change in Fair Value of Assets:</b>				
Fair value of assets at beginning of year	\$ 131,267	\$ 151,305	\$	\$
Actual return (loss) on plan assets	29,365	(11,069)		
Employer contributions	22,390	12,334	2,503	2,121
Foreign currency exchange gain	1,347	72		
Settlement payments		(2,656)		
Benefits paid	(12,704)	(18,719)	(2,503)	(2,121)
Fair value of assets at end of year	\$ 171,665	\$ 131,267	\$	\$
Funded status	\$ (117,369)	\$ (120,163)	\$ (69,094)	\$ (69,013)
Unrecognized prior service cost	7,791	8,636	(8,595)	1,218
Unrecognized net loss (gain)	84,663	80,037	(6,531)	(13,053)
Unrecognized net asset	(24)	(30)		
Accrued cost	\$ (24,939)	\$ (31,520)	\$ (84,220)	\$ (80,848)

The Company's qualified pension plans are funded with cash contributions in compliance with Internal Revenue Service (IRS) rules and regulations. The Company's non-qualified and other benefit plans are not funded, but exist as general corporate obligations. The information contained in the above tables indicates the combined funded status of qualified and non-qualified plans, in accordance with accounting pronouncements. Assumptions used for IRS purposes differ from those used for accounting purposes. The funded status shown above compares



the projected benefit obligation ( PBO ) of all plans, which is an actuarial present value of obligations that takes into account assumptions as to future compensation levels of plan participants, to the fair value of the assets held in trust for the qualified plans. Accounting pronouncements also prescribe a computation for the plans' accumulated benefit obligation ( ABO ), which is an actuarial present value of benefits (whether vested or nonvested) attributed to employees based on employee service and compensation prior to the end of the period presented. The Company expects to contribute approximately \$38 million during 2004.

**Table of Contents****NEWMONT MINING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following plans have an ABO in excess of the market value of plan assets (in millions):

	2003			2002		
	PBO	ABO	Market value of plan assets	PBO	ABO	Market value of plan assets
Qualified plan salaried employees	\$ 230.0	\$ 199.2	\$ 146.3	\$ 201.8	\$ 175.5	\$ 110.3
Non-qualified plan salaried employees	\$ 30.2	\$ 23.8		\$ 23.9	\$ 18.3	
Qualified plan hourly employees	\$ 24.7	\$ 23.9	\$ 18.1	\$ 21.9	\$ 21.1	\$ 14.6
Non-qualified plan international	\$ 3.2	\$ 3.1		\$ 3.1	\$ 2.9	

The following table provides amounts recognized in the consolidated balance sheets as of December 31:

	Pension Benefits		Other Benefits	
	2003	2002	2003	2002
	(in thousands)		(in thousands)	
Amounts recognized in the consolidated balance sheets:				
Accrued benefit cost	\$ (79,295)	\$ (87,270)	\$ (84,220)	\$ (80,848)
Intangible asset	7,791	8,636		
Accumulated other comprehensive income	46,565	47,114		
Net amount recognized	\$ (24,939)	\$ (31,520)	\$ (84,220)	\$ (80,848)

In accordance with the provisions of SFAS No. 87, *Employers' Accounting for Pensions*, an adjustment was required to reflect a minimum liability for the non-qualified pension plan in 2003, 2002, and 2001, one of the qualified salary plans in 2003 and 2002, and one of the hourly pension plans and the international plan in 2003, 2002 and 2001. As a result of such adjustment, an intangible asset was recorded, and (to the extent the minimum liability adjustment exceeded the unrecognized net transition liability), gains (losses) were recorded in *Other comprehensive income (loss), net of tax* of \$0.4 million, \$(28.7) million and \$0.5 million (net of related deferred income tax benefits) for the years ended December 31, 2003, 2002 and 2001, respectively.

The following table provides components of net periodic pension benefit cost for the indicated fiscal years:

	Pension Benefits			Other Benefits		
	2003	2002	2001	2003	2002	2001
	(in thousands)			(in thousands)		
Components of net periodic pension benefit cost:						
Service cost	\$ 9,389	\$ 8,307	\$ 8,075	\$ 2,981	\$ 2,720	\$ 2,422
Interest cost	16,520	15,845	14,545	3,752	4,161	3,700
Expected return on plan assets	(12,062)	(14,427)	(15,513)			
Amortization of prior service cost	844	1,042	1,044	(431)	3,222	146
Amortization of loss (gain)	2,285	627	128	(797)	(927)	(1,102)
Amortization of net obligation (asset)	(6)	(90)	143			
Settlements		2,135				
Benefit enhancement for early retirement			20,811			1,328
Total net periodic pension benefit cost	\$ 16,970	\$ 13,439	\$ 29,233	\$ 5,505	\$ 9,176	\$ 6,494

**Table of Contents****NEWMONT MINING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

For the pension plans, prior-service costs are amortized on a straight-line basis over the average remaining service period of active participants. Gains and losses in excess of 10% of the greater of the benefit obligation or the market-related value of assets are amortized over the average remaining service period of active participants. Pension and postretirement benefits are accrued during an employee's service to the Company.

During 2003, amendments were made to the post-retirement medical plan resulting in a \$10.2 million reduction to the obligation at December 31, 2003. Newmont has adopted a five-year strategy that will increase retirees' monthly contributions for Plan coverage. The goal is to provide a competitive and equitable Retiree Medical Plan in which Newmont will bear the majority of the cost. To meet this objective, retirees must pay a higher percentage of the cost of their coverage than they currently do. However, the plan is to phase in this change over a period of five years so that retirees' total monthly contributions cover 25% of the Plan's costs by the year 2008. In addition, the monthly contributions paid by future retirees who are salaried employees who were under age 50 on January 1, 2003 and who have an adjusted hire date before January 1, 2003 will vary depending upon their years of service at the time of their retirement from Newmont. Employees hired after January 1, 2003 will no longer be eligible for post-retirement medical benefits.

On February 6, 2001, the Company informed certain of its employees of their eligibility to participate in an early retirement program. Participation in the program was entirely voluntary and could be elected anytime between February 7, 2001 and March 23, 2001. The program offered eligible employees three additional years of age and service when calculating their benefits under the Company's existing pension and post-retirement benefit plans. In addition to the three years of age and service, employees were given a \$500 per month supplement payable until age 62 or for two years if longer. Employees who elected the early retirement program also received a severance payment of two weeks of pay for each completed year of service plus four weeks. The employees could elect to receive the severance payment as a lump sum or in the form of monthly payments. For those participants who were not yet eligible for post-retirement medical coverage, they received medical coverage for three years, or until they met the eligibility requirement, whichever came first. The Company recognized a one-time expense of approximately \$22.1 million during the three-month period ended March 31, 2001, when the obligation was incurred, during which the employees elected to participate in the early retirement program.

Significant assumptions as of December 31 were as follows:

	<b>Pension Benefits</b>		<b>Other Benefits</b>	
	<b>2003</b>	<b>2002</b>	<b>2003</b>	<b>2002</b>
Weighted-average assumptions used in measuring the Company's benefit obligation:				
Discount rate	6.25%	6.75%	6.25%	6.75%
Rate of compensation increase	4.00%	4.00%	4.00%	4.00%

<b>Pension Benefits</b>	<b>Other Benefits</b>
-------------------------	-----------------------

	<u>2003</u>	<u>2002</u>	<u>2001</u>	<u>2003</u>	<u>2003</u>	<u>2001</u>
Weighted-average assumptions used in measuring the net periodic pension benefit cost:						
Discount rate	6.75%	7.25%	7.75%	6.75%	7.25%	7.75%
Expected return on plan assets	8.00%	9.25%	9.25%	N/A	N/A	N/A
Rate of compensation increase	4.00%	4.00%	4.00%	4.00%	4.00%	4.00%

**Table of Contents****NEWMONT MINING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

On January 1, 2003, Newmont made a decision to use 8% as the expected return on plan assets for fiscal year 2003 and will continue to use 8% for 2004. This decision was based on an analysis of the actual returns over multiple time horizons and review of assumptions used by other U.S. corporations with defined benefit plans of similar size and investment strategy as Newmont. The average actual return on plan assets during the 15 years ended December 31, 2003 approximated 10%.

The pension plan employs two independent multi-product investment firms which invest the assets of the plan in certain approved funds that correspond to the specific asset classes and associated target allocations designated by the board of directors of the Company. Depending upon actual sector performance, the assets in the plan are periodically rebalanced to match the established target levels for the asset classes. This rebalancing may be accomplished through actual transfer of funds between asset classes and managers, or through targeted cash contributions and/or distributions. The goal of the pension fund investment program is to achieve expected rates of return consistent with the investment risk associated with the approved investment portfolio. The investment performance of the plan and that of the individual investment firms is measured against recognized market indices. This performance is monitored by an investment committee comprised of members of the Company's management, which is advised by an independent investment consultant. The performance of the plan is reviewed annually with the Audit Committee of the Company's board of directors. The following is a summary of the target asset allocations for 2004 and the actual asset allocation for 2003.

<b>Asset Allocation</b>	<b>Target</b>	<b>Actual at December 31, 2003</b>
U.S. Equities	45%	45.8%
International Equities	20%	22.2%
Fixed Income	35%	31.6%
Other*	0%	0.4%

\* Comprised primarily of cash held for near-term liquidity needs

The assumed health care cost trend rate to measure the expected cost of benefits was 10% for 2004, 9% for 2005, 8% for 2006, 7% for 2007, 6% for 2008, and 5% each year thereafter. Assumed health care cost trend rates have a significant effect on amounts reported for the health care plans. A 1% change in assumed health care cost trend rates would have the following effects (in thousands):

	<b>1% Increase</b>	<b>1% Decrease</b>
Effect on total of service and interest cost components of net periodic postretirement health care benefit cost	\$ 1,400	\$ (1,100)
Effect on the health care component of the accumulated postretirement benefit obligation	\$ 9,500	\$ (7,400)

**Savings Plans**

The Company has two qualified defined contribution savings plans, one that covers salaried and non-union hourly employees and one that covers substantially all hourly union employees. In addition, the Company has one non-qualified supplemental savings plan for salaried employees whose benefits under the qualified plan are limited by federal regulations. When an employee meets eligibility requirements, the Company matches 100% of employee contributions of up to 6% and 5% of base salary for the salaried (including non-union hourly employees) and hourly plans, respectively. Matching contributions are made with Newmont stock; however, no

**Table of Contents****NEWMONT MINING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

holding restrictions are placed on such contributions, which totaled \$8.2 million in 2003, \$8.2 million in 2002 and \$9.9 million in 2001.

**NOTE 21 DIVIDENDS, INTEREST INCOME, FOREIGN CURRENCY EXCHANGE AND OTHER INCOME**

	Years Ended December 31,		
	2003	2002	2001
	(in thousands)		
Dividends and interest income	\$ 10,554	\$ 14,139	\$ 2,976
Foreign currency exchange gain (loss), net	96,971	14,020	(5,088)
Gain on sale of mining and exploration properties	15,394	6,112	3,098
Other	9,279	5,614	6,401
<b>Total</b>	<b>\$ 132,198</b>	<b>\$ 39,885</b>	<b>\$ 7,387</b>

As of December 31, 2003, the Company converted a substantial portion of the Canadian dollar-denominated intercompany loans to long-term notes, as the Company does not intend to settle these loans in the foreseeable future. As a result, the Company will no longer record foreign currency gains and losses in earnings with respect to the converted long-term notes.

**NOTE 22 WRITE-DOWN OF LONG-LIVED ASSETS**

*Write-down of long-lived assets* totaled \$35.3 million, \$3.7 million and \$32.7 million during the years ended December 31, 2003, 2002 and 2001, respectively. The 2003 write-down primarily related to a \$28.4 million impairment charge at Golden Giant, part of the Other North America Segment, and a select number of idle vehicles in the mobile fleet at Yanacocha, which were reduced to their residual value. The impairment charge at Golden Giant resulted from a reevaluation of the life-of-mine plan which eliminated marginal stopes and reflected higher projected life-of-mine operating costs that led to reduced proven and probable reserves and increased life-of-mine operating costs. The 2002 write-down related to an impairment charge for exploration stage mineral interests at Ity and fixed assets at Kori Kollo. The 2001 write-down primarily related to fixed assets at Minahasa, part of the Other International Segment, due to a reevaluation of the life-of-mine plan that resulted in a reduction of proven and probable reserves. Newmont is currently evaluating the mine plan at Ovacik relative to certain uncertainties that exist at the operation, including land access, changes in Turkish taxation legislation and the operating costs of underground operations. If such uncertainties are not favorably resolved, it is reasonably possible that the Company could recognize a charge for impairment of the long-lived assets at Ovacik. The carrying value of Ovacik's long-lived assets at December 31, 2003 was approximately \$52.1 million.

**NOTE 23 RELATED PARTY TRANSACTIONS**



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During 2003, Newmont conducted business with AGR, in which Newmont held a 40% interest at December 31, 2003. Gold sales to AGR totaled \$33.1 million, and Newmont incurred refining charges of \$1.0 million. During 2002, gold sales to AGR totaled \$47.9 million, and Newmont incurred refining charges of \$0.7 million.

During 2003, 2002 and 2001, Newmont was entitled to a Technology and Know-How royalty from the Batu Hijau operation of \$8.7 million, \$9.1 million and \$9.4 million, respectively. The amount payable to Newmont as of December 31, 2003 and 2002 was \$64.5 million and \$55.8 million, respectively. Royalty

**Table of Contents**

**NEWMONT MINING CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

payments could not be made during the deferral period of certain Batu Hijau third party debt. The deferred payments were fully paid in November 2003.

See Note 10 for a discussion of Newmont's investments in AGR and Batu Hijau.

**NOTE 24 ACCOUNTING CHANGES**

**Reclamation and Remediation (Asset Retirement Obligations)**

In August 2001, the FASB issued SFAS No. 143, which established uniform methodology for accounting for estimated reclamation and abandonment costs. The statement was adopted as required on January 1, 2003. See Note 14 for complete disclosure of the impact of adopting SFAS 143.

**Depreciation, Depletion and Amortization**

During the third quarter of 2002, Newmont changed its accounting policy, retroactive to January 1, 2002, with respect to *Depreciation, depletion and amortization* ( DD&A ) of *Property, plant and mine development, net* to exclude future estimated development costs expected to be incurred for certain underground operations. Previously, the Company had included these costs and associated reserves in its DD&A calculations at certain of its underground mining operations. In addition, the Company further revised its policy such that costs incurred to access specific ore blocks or areas that only provide benefit over the life of that area are depreciated, depleted or amortized over the reserves associated with the specific ore area. These changes were made to better match DD&A with the associated ounces of gold sold and to remove the inherent uncertainty in estimating future development costs in arriving at DD&A rates. The cumulative effect of this change through December 31, 2001 increased net income during the year ended December 31, 2002 by \$7.7 million, net of tax of \$4.1 million and increased net income per share by \$0.02 per share. The effect of the change was to reduce DD&A expense by \$1.6 million and \$2.4 million in the first and second quarters of 2002, respectively, and increase DD&A expense by \$3.4 million and \$1.9 million in the third and fourth quarters of 2002, respectively, for a total increase in DD&A expense in 2002 of \$1.3 million. The effect of the change to net income (loss) was to decrease net loss by \$1.0 million in the first quarter of 2002, increase net income by \$1.6 million in the second quarter of 2002, and decrease net income by \$2.2 million and \$1.2 million in the third and fourth quarters of 2002, respectively, for a total reduction of net income in fiscal year 2002 of \$0.8 million.

The table below presents the pro forma effects of the accounting change on *Income (loss) before cumulative effect of a change in accounting principle* had it been in effect for the year ended December 31, 2001.

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(Increase)/decrease to loss before cumulative effect of a change in accounting principle (in millions, except per share data)

Depreciation, depletion and amortization	\$ 2.0
Income tax expense	(0.7)
Loss before cumulative effect of a change in accounting principle	\$ 1.3
Loss before cumulative effect of a change in accounting principle per common share, basic and diluted	\$ 0.01

**Table of Contents****NEWMONT MINING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The table below presents the pro forma *Income (loss) before cumulative effect of a change in accounting principle* per common share for the year ended December 31, 2001 giving effect to the change discussed above:

Pro forma loss applicable to common shares before cumulative effect of a change in accounting principle	\$ (52.8)
Pro forma loss applicable to common shares before cumulative effect of a change in accounting principle per share, basic and diluted	\$ (0.27)

**Derivative Instruments**

Effective January 1, 2001, the Company adopted SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activities*, to recognize derivative instruments on the balance sheet as either assets or liabilities at fair value. As a result, the Company increased *Other comprehensive income (loss), net of tax* by \$1.7 million as the cumulative effect of the change in accounting method.

**NOTE 25 SUPPLEMENTAL CASH FLOW INFORMATION**

Net cash provided by operating activities included the following cash payments:

	Years Ended December 31,		
	2003	2002	2001
	(in thousands)		
Income taxes, net of refunds	\$ 194,297	\$ 86,816	\$ 76,020
Interest	\$ 123,166	\$ 137,706	\$ 91,944

**Capital Leases**

In 2003, 2002 and 2001, Newmont entered into certain leases (see Note 8) that resulted in non-cash increases to *Property, plant and mine development, net* and *Long-term debt* of \$2.9 million, \$6.1 million and \$3.4 million, respectively.

## Acquisitions

During 2003, the Company completed the acquisition of the remaining minority interest of Newmont NFM. On April 29, 2003, Newmont Mining Corporation issued 4,437,506 common shares to the CHESS Depository Nominees Pty Ltd, and in turn, 44,375,060 CDIs were issued to former Newmont NFM shareholders. The market value of the newly issued Newmont Mining Corporation shares was approximately \$105 million, based on the average quoted value of the shares of \$23.58 two days before and after November 28, 2002, the date the terms of the transaction were agreed upon and announced. The market value of the issued shares, together with the cash consideration paid to those shareholders who elected to accept the buy-back offer of approximately \$10 million (including transaction costs), gave rise to a total purchase price of approximately \$115 million. Newmont performed a purchase price allocation that gave rise to goodwill of \$93.3 million arising from the acquired interest (see Note 3).

In addition, during 2003, Newmont completed its purchase of Moydow's 50% interest in the Ntotoroso property in exchange for 800,000 Newmont common shares and other consideration. The non-cash transaction resulted in a \$30.3 million increase in stockholders' equity based on the average quoted value of Newmont's shares of \$37.89 per share two days before and after August 25, 2004, the date the terms of the transaction were agreed upon and announced. The purchase price was allocated primarily to development and exploration stage mineral interests and deferred taxes (see Note 9).

**Table of Contents**

**NEWMONT MINING CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

During 2002, the Company acquired 100% of Franco-Nevada and Normandy in exchange for 197 million shares of Newmont stock, the assumption of \$2,575.4 million in liabilities, including \$913.7 million in debt, and other cash and equity consideration. The fair value of the assets acquired was \$6,922.7 million, including total identifiable intangible assets of \$1,386.8 million and goodwill of \$3,024.6 million. The complete purchase price allocation for the Franco-Nevada and Normandy acquisitions is presented in Note 3.

**Compensation Plans**

The Company issued shares of common stock for various employee compensation plans resulting in non-cash increases to stockholders' equity. See Note 19, Other Stock-Based Compensation and Note 20, Savings Plans.

**Sales**

In November 2003, Newmont sold the Mesquite mine to Western Goldfields, Inc. ( "WGI" ). Under the terms of the transaction, Newmont sold the majority of the assets of the operation to WGI in exchange for restricted common stock and warrants to purchase common stock of WGI, a 50% net profits interest royalty on future production from existing leach pads, a net smelter return royalty on production from future expansion, and the assumption of reclamation and remediation liabilities associated with the operation by WGI. Newmont was also released from the performance bonds for reclamation, remediation, mine closure and other obligations associated with the Mesquite assets. The transaction did not have a significant impact on Newmont's results of operations, cash flows or financial position.

In December 2003, NYOL sold the Wiluna mine, surrounding tenements and related assets to a company, whose principals are certain members of the Wiluna mine's management, for approximately A\$3.5 million (U.S.\$ 2.6 million) and the assumption of the reclamation and remediation liabilities by the buyer. This transaction resulted in a gain of \$10.6 million.

**Deferred Revenue**

In the third quarter of 2001, Newmont entered into transactions that closed out certain written call option contracts with a series of price-capped contracts as described in Note 15. These transactions resulted in a non-cash increase of \$53.8 million to *Deferred revenue from sale of future production* for the initial fair value of these contracts.

**NOTE 26 SEGMENT AND RELATED INFORMATION**

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Newmont predominantly operates in a single industry, engaged in worldwide gold production, exploration for gold and acquisition of gold properties. Newmont's major gold operations are in North America, South America and Australia. Other international mining operations include small gold producing properties in Indonesia, Uzbekistan, Turkey and New Zealand. Newmont also has a Base Metals Segment engaged in copper and zinc production, an Exploration Segment, and a Merchant Banking Segment. The Company identifies its reportable segments as those consolidated mining operations or functional groups that represent more than 10% of the combined revenue, profit or loss or total assets of all reported operating segments. Consolidated mining operations or functional groups not meeting this threshold are aggregated at the applicable geographic or corporate level for segment reporting purposes. Earnings from operations do not include general corporate expenses, interest (except project-specific interest) or income taxes (except for equity investments). Intercompany revenue and expense amounts have been eliminated within each segment in order to report on the basis that management uses internally for evaluating segment performance. In conjunction with the

**Table of Contents**

**NEWMONT MINING CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

acquisitions described in Note 3, the Company has modified its reporting structure and related segment disclosure.

The Exploration Segment is responsible for all activities, regardless of location, associated with the Company's efforts to discover new mineralized material (see Note 2) that will advance into proven and probable reserves. Internally generated proven and probable reserve additions are attributed to the Exploration Segment to the extent that such additions are derived from (i) a discovery made by the Company or Normandy; or (ii) a discovery made on previously acquired properties (whether acquired by the Company or by Normandy, prior to its acquisition by the Company) as a result of exploration efforts conducted subsequent to the acquisition date.

Merchant Banking activities include the development of value optimization strategies for operating and non-operating assets, managing the equity investment portfolio, business development activities related to potential merger and acquisition analysis and negotiations, managing and building the royalty business, managing the investments in the down-stream gold refining business, mobilizing and monetizing inactive exploration properties, capitalizing on Newmont's proprietary technology know-how and acting as an internal resource for other corporate divisions to improve and maximize business outcomes. For segment reporting purposes, the Merchant Banking Segment is considered to be a separate operating segment because it engages in activities from which it earns revenues and incurs expenses and its operating results are regularly and separately reviewed by the Chief Operating Decision Maker.

During the year ended December 31, 2003, Newmont made certain reclassifications in its segment presentation for the years ended December 31, 2002 and 2001 to conform to changes in presentation reflected in internal management reporting.

The primary reclassifications for the year ended December 31, 2002 are as follows: (i) the amortization to *Sales, net of Accumulated other comprehensive income (loss)* related to closed out derivative positions that were previously classified as cash flow hedges has been reclassified from Other Australia to Corporate and Other; (ii) interest expense not specifically related to project financing has been reclassified from Other Australia to Corporate and Other; (iii) *Gain on investments, net* has been reclassified from Corporate and Other to Merchant Banking; (iv) research and development expense was reclassified from various segments to Corporate and Other; and (v) exploration expense related to certain advanced development sites was reclassified from various segments to Other International Operations. The Company also made other minor reclassifications between segments for the year ended December 31, 2002 to conform to 2003 presentation. The effects of all reclassifications for the year ended December 31, 2002 on *Pre-tax income (loss) before minority interest, equity income (loss) and impairment of affiliates and cumulative effect of a change in accounting principle* were increases of \$0.6 million, \$0.1 million, \$0.1 million, \$45.4 million, \$4.3 million and \$46.2 million for the Yanacocha, Other South America, Pajingo, Other Australia, Exploration and Merchant Banking Segments, respectively, and decreases of \$0.8 million, \$11.5 million and \$84.4 million for Other North America, Other International Operations and Corporate and Other, respectively.

Newmont also made certain reclassification in *Total assets* by segment at December 31, 2002. The primary reclassifications were as follows: (i) deferred income tax assets were reclassified from all segments to Corporate and Other; (ii) the investment in AGR was reclassified from Other Australia to Merchant Banking; (iii) the investment in AMC was reclassified from Other Australia to Corporate and Other; (iv) all marketable securities were reclassified from Other Australia to Merchant Banking; and (v) the assets of certain development sites were reclassified from various segments to Other International Operations. The Company also made other minor reclassifications of *Total assets* between segments at December 31, 2002 to conform to 2003 presentation. The effects of all reclassifications on *Total assets* at December 31, 2002 were increases of



\$243.1 million, \$1.7 million, \$30.7 million and \$321.3 million at Other International Operations, Base Metals, Merchant Banking

**Table of Contents****NEWMONT MINING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

and Corporate and Other, respectively, and decreases of \$2.5 million, \$15.8 million, \$0.1 million, \$4.8 million, \$469.7 million and \$103.9 million in Nevada, Yanacocha, Other South America, Pajingo, Other Australia and Exploration, respectively.

The primary reclassification for the year ended December 31, 2001 was that exploration expense was reclassified from Corporate and Other to Exploration. Newmont also made other minor reclassifications between segments for the year ended December 31, 2001 to conform to 2003 presentation. The effects of all reclassifications for the year ended December 31, 2001 on *Pre-tax income (loss) before minority interest and equity income of affiliates* were increases of \$0.1 million and \$7.2 million in Nevada and Corporate and Other, respectively, and decreases of \$0.5 million and \$6.8 million in Other North America and Exploration, respectively.

Newmont also made certain reclassification in *Total assets* by segment at December 31, 2001. The primary reclassification resulted in assets being transferred from Corporate and Other and Exploration to Yanacocha. The Company also made other minor reclassifications of *Total assets* between segments at December 31, 2001 to conform to 2003 presentation. The effects of all reclassifications on *Total assets* at December 31, 2002 were increases of \$0.3 million, \$0.1 million and \$67.9 million at Nevada, Other North America and Yanacocha, respectively, and decreases of \$0.9 million, \$5.2 million, \$13.7 million and \$48.5 million at Other South America, Pajingo, Exploration and Corporate and Other, respectively.

Financial information relating to Newmont's segments is as follows:

**Year Ended December 31, 2003**

(in millions)

	North America			South America			Australia		
	Other		Total North America	Total		South America	Total		Total
	North	America		Other South America	America		Other	Australia	
	Nevada	America	America	Yanacocha	America	America	Pajingo	Australia	Australia
Sales, net	\$ 901.3	\$ 150.1	\$ 1,051.4	\$ 1,036.4	\$ 64.1	\$ 1,100.5	\$ 119.8	\$ 572.2	\$ 692.0
Royalties	\$	\$	\$	\$	\$	\$	\$	\$	\$
Gain on investment, net	\$	\$	\$	\$	\$	\$	\$	\$	\$
Gain on extinguishment of debt and derivatives liability, net	\$	\$	\$	\$	\$	\$	\$	\$	\$
Interest income	\$	\$ 0.1	\$ 0.1	\$ 0.9	\$	\$ 0.9	\$ 0.1	\$ 5.1	\$ 5.2
Interest expense	\$ 0.1	\$	\$ 0.1	\$ 2.6	\$	\$ 2.6	\$	\$	\$
	\$ 17.0	\$ 0.2	\$ 17.2	\$ 12.8	\$	\$ 12.8	\$ 3.6	\$ 4.7	\$ 8.3

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Exploration, research and development										
Depreciation, depletion and amortization	\$ 137.7	\$ 34.6	\$ 172.3	\$ 160.4	\$ 6.8	\$ 167.2	\$ 29.2	\$ 86.9	\$ 116.1	
Pre-tax income (loss) before minority interest, equity income (loss) and impairment of affiliates and cumulative effect of a change in accounting principle	\$ 150.5	\$ (7.4)	\$ 143.1	\$ 476.4	\$ 13.8	\$ 490.2	\$ 42.4	\$ 17.0	\$ 59.4	
Equity loss and impairment of Australian Magnesium Corporation	\$	\$	\$	\$	\$	\$	\$	\$	\$	
Equity income of affiliates	\$	\$	\$	\$	\$	\$	\$	\$ 0.8	\$ 0.8	
Cumulative effect of a change in accounting principle, net of tax	\$ (14.4)	\$ (3.4)	\$ (17.8)	\$ (32.4)	\$ (0.2)	\$ (32.6)	\$ 0.8	\$ (3.6)	\$ (2.8)	
Amortization of deferred stripping, net	\$ (25.0)	\$ (0.3)	\$ (25.3)	\$	\$	\$	\$	\$ (5.3)	\$ (5.3)	
Write down of long-lived assets	\$	\$ 28.4	\$ 28.4	\$ 0.3	\$	\$ 0.3	\$	\$ 2.2	\$ 2.2	
Capital expenditures (as restated see Note 32)	\$ 111.9	\$ 5.8	\$ 117.7	\$ 205.7	\$ 0.9	\$ 206.6	\$ 15.1	\$ 74.3	\$ 89.4	
Deferred stripping costs	\$ 62.3	\$ 6.7	\$ 69.0	\$	\$	\$	\$	\$ 13.1	\$ 13.1	
Total assets **	\$ 1,492.1	\$ 103.7	\$ 1,595.8	\$ 1,204.1	\$ 19.7	\$ 1,223.8	\$ 181.8	\$ 1,114.9	\$ 1,296.7	

**Table of Contents****NEWMONT MINING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

	<b>Zarafshan- Newmont, Uzbekistan</b>	<b>Other International Operations</b>	<b>Total Gold</b>	<b>Base Metals</b>	<b>Exploration</b>	<b>Merchant Banking</b>	<b>Corporate and Other</b>	<b>Consolidated</b>
Sales, net	\$ 78.8	\$ 136.7	\$ 3,059.4	\$ 74.8	\$	\$	\$ 23.6	\$ 3,157.8
Royalties	\$	\$	\$	\$	\$	\$ 56.3	\$	\$ 56.3
Gain on investments, net	\$	\$	\$	\$	\$	\$ 83.2	\$	\$ 83.2
Gain on extinguishment of debt and derivatives liability, net	\$	\$	\$	\$	\$	\$ 186.7	\$	\$ 186.7
Interest income	\$ 0.1	\$	\$ 6.3	\$	\$	\$ 0.2	\$ 4.0	\$ 10.5
Interest expense	\$ 0.7	\$	\$ 3.4	\$	\$	\$ 0.9	\$ 84.3	\$ 88.6
Exploration, research and development	\$	\$ 21.2	\$ 59.5	\$ 4.3	\$ 32.4	\$ 7.3	\$ 11.7	\$ 115.2
Depreciation, depletion and amortization	\$ 10.1	\$ 35.7	\$ 501.4	\$ 29.1	\$ 3.3	\$ 26.5	\$ 4.2	\$ 564.5
Pre-tax income (loss) before minority interest, equity income (loss) and impairment of affiliates and cumulative effect of a change in accounting principle	\$ 35.1	\$ 3.0	\$ 730.8	\$ (3.1)	\$ (35.9)	\$ 301.3	\$ (67.7)	\$ 925.4
Equity loss and impairment of Australian Magnesium Corporation	\$	\$	\$	\$	\$	\$	\$ (119.5)	\$ (119.5)
Equity income of affiliates	\$	\$	\$ 0.8	\$	\$	\$ 0.7	\$ 82.9	\$ 84.4
Cumulative effect of a change in accounting principle, net of tax	\$ (1.3)	\$ (3.2)	\$ (57.7)	\$ (0.3)	\$	\$	\$ 23.5	\$ (34.5)
Amortization of deferred stripping, net	\$	\$ (6.4)	\$ (37.0)	\$	\$	\$	\$	\$ (37.0)
Write-down of long-lived assets	\$	\$	\$ 30.9	\$	\$ 0.2	\$ 1.7	\$ 2.5	\$ 35.3
Capital expenditures (as restated see Note 32)	\$ 7.7	\$ 39.5	\$ 460.9	\$ 17.5	\$ 0.6	\$ 1.6	\$ 23.9	\$ 504.5
Deferred stripping costs	\$	\$ 8.3	\$ 90.4	\$	\$	\$	\$	\$ 90.4
Total assets **	\$ 97.0	\$ 462.7	\$ 4,676.0	\$ 277.3	\$ 1,183.0	\$ 2,091.4	\$ 2,822.5	\$ 11,050.2

**Year Ended December 31, 2002**

(in millions)

	<b>North America</b>			<b>South America</b>			<b>Australia</b>		
	<b>Other</b>			<b>Total South</b>			<b>Total</b>		
	<b>North</b>	<b>Total North</b>		<b>Other South</b>	<b>America</b>		<b>Other</b>	<b>Total</b>	
	<b>Nevada</b>	<b>America</b>	<b>America</b>	<b>Yanacocha</b>	<b>America</b>	<b>America</b>	<b>Pajingo</b>	<b>Australia</b>	<b>Australia</b>
Sales, net	\$ 848.2	\$ 156.3	\$ 1,004.5	\$ 713.4	\$ 87.7	\$ 801.1	\$ 92.9	\$ 461.0	\$ 553.9
Royalties	\$	\$	\$	\$	\$	\$	\$	\$	\$
Gain on investment, net	\$	\$	\$	\$	\$	\$	\$	\$	\$

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Interest income	\$	\$ 0.1	\$ 0.1	\$ 0.4	\$	\$ 0.4	\$ 0.5	\$ 10.7	\$ 11.2
Interest expense	\$ 0.2	\$	\$ 0.2	\$ 8.9	\$ 0.2	\$ 9.1	\$ 0.2	\$	\$ 0.2
Exploration, research and development	\$ 15.5	\$	\$ 15.5	\$ 11.1	\$ 0.7	\$ 11.8	\$ 2.2	\$ 4.2	\$ 6.4
Depreciation, depletion and amortization	\$ 118.2	\$ 36.6	\$ 154.8	\$ 121.5	\$ 13.8	\$ 135.3	\$ 20.6	\$ 89.6	\$ 110.2
Pre-tax income (loss) before minority interest, equity income (loss) and impairment of affiliates and cumulative effect of a change in accounting principle	\$ 49.8	\$ 18.5	\$ 68.3	\$ 266.8	\$ 24.3	\$ 291.1	\$ 40.5	\$ 22.4	\$ 62.9
Equity loss and impairment of Australian Magnesium Corporation	\$	\$	\$	\$	\$	\$	\$	\$	\$
Equity income of affiliates	\$	\$	\$	\$	\$	\$	\$	\$ 9.7	\$ 9.7
Cumulative effect of a change in accounting principle, net of tax	\$ 1.5	\$ 10.9	\$ 12.4	\$	\$	\$	\$ (0.6)	\$	\$ (0.6)
Amortization of deferred stripping, net	\$ 48.8	\$ (0.9)	\$ 47.9	\$	\$	\$	\$	\$ (9.8)	\$ (9.8)
Write down of long-lived assets	\$	\$	\$	\$	\$ 0.5	\$ 0.5	\$	\$ 3.2	\$ 3.2
Capital expenditures	\$ 54.6	\$ 9.2	\$ 63.8	\$ 146.2	\$ 0.6	\$ 146.8	\$ 10.2	\$ 42.6	\$ 52.8
Deferred stripping costs	\$ 37.4	\$ 6.3	\$ 43.7	\$	\$	\$	\$	\$ 11.7	\$ 11.7
Total assets **	\$ 1,474.7	\$ 140.5	\$ 1,615.2	\$ 1,126.9	\$ 34.6	\$ 1,161.5	\$ 168.8	\$ 1,351.2	\$ 1,520.0

**Table of Contents****NEWMONT MINING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

	<b>Zarafshan- Newmont, Uzbekistan</b>	<b>Other International Operations</b>	<b>Total Gold</b>	<b>Base Metals</b>	<b>Exploration</b>	<b>Merchant Banking</b>	<b>Corporate and Other</b>	<b>Consolidated</b>
Sales, net	\$ 79.3	\$ 121.5	\$ 2,560.3	\$ 55.3	\$	\$	\$ 6.6	\$ 2,622.2
Royalties	\$	\$	\$	\$	\$	\$ 35.7	\$	\$ 35.7
Gain on investments, net	\$	\$	\$	\$	\$	\$ 47.1	\$	\$ 47.1
Interest income	\$ 0.1	\$	\$ 11.8	\$	\$	\$ 1.3	\$ 1.0	\$ 14.1
Interest expense	\$ 0.8	\$	\$ 10.3	\$	\$	\$	\$ 119.3	\$ 129.6
Exploration, research and development	\$	\$ 13.3	\$ 47.0	\$ 2.7	\$ 25.1	\$ 1.3	\$ 12.8	\$ 88.9
Depreciation, depletion and amortization	\$ 10.3	\$ 35.7	\$ 446.3	\$ 22.9	\$ 7.7	\$ 22.6	\$ 6.1	\$ 505.6
Pre-tax income (loss) before minority interest, equity income (loss) and impairment of affiliates and cumulative effect of a change in accounting principle	\$ 34.7	\$ (3.1)	\$ 453.9	\$ (5.8)	\$ (32.8)	\$ 63.1	\$ (262.1)	\$ 216.3
Equity loss and impairment of Australian Magnesium Corporation	\$	\$	\$	\$	\$	\$	\$ (1.8)	\$ (1.8)
Equity income of affiliates	\$	\$	\$ 9.7	\$	\$	\$ 1.3	\$ 44.0	\$ 53.2
Cumulative effect of a change in accounting principle, net of tax	\$	\$	\$ 11.8	\$	\$	\$	\$ (4.1)	\$ 7.7
Amortization of deferred stripping, net	\$	\$ (0.9)	\$ 37.2	\$	\$	\$	\$	\$ 37.2
Write-down of long-lived assets	\$	\$	\$ 3.7	\$	\$	\$	\$	\$ 3.7
Capital expenditures	\$ 3.9	\$ 9.3	\$ 276.6	\$ 10.7	\$	\$ 1.1	\$ 11.7	\$ 300.1
Deferred stripping costs	\$	\$	\$ 55.4	\$	\$	\$	\$	\$ 55.4
Total assets **	\$ 102.8	\$ 409.1	\$ 4,808.6	\$ 260.0	\$ 1,168.9	\$ 2,240.0	\$ 1,669.9	\$ 10,147.4

**Year Ended December 31, 2001**

(in millions)

	<b>North America</b>			<b>South America</b>			
	<b>Nevada</b>	<b>Other North America</b>	<b>Total North America</b>	<b>Yanacocha</b>	<b>Other South America</b>	<b>Total South America</b>	<b>Pajingo</b>
Sales, net	\$ 734.5	\$ 141.8	\$ 876.3	\$ 517.8	\$ 84.5	\$ 602.3	\$ 34.2
Royalties	\$	\$	\$	\$	\$	\$	\$
Interest income	\$	\$ 0.1	\$ 0.1	\$ 0.9	\$	\$ 0.9	\$
Interest expense	\$ 0.2	\$	\$ 0.2	\$ 5.8	\$ 0.5	\$ 6.3	\$
Exploration, research and development	\$ 10.6	\$ 0.3	\$ 10.9	\$ 12.0	\$ 1.1	\$ 13.1	\$ 1.3
Depreciation, depletion and amortization	\$ 117.4	\$ 35.5	\$ 152.9	\$ 82.3	\$ 19.5	\$ 101.8	\$ 4.3
Pre-tax income (loss) before minority interest and equity income of affiliates	\$ (37.9)	\$ 1.4	\$ (36.5)	\$ 173.1	\$ 7.0	\$ 180.1	\$ 14.9

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Equity income of affiliates	\$	\$	\$	\$	\$	\$	\$
Amortization of deferred stripping, net	\$ 33.5	\$ (0.2)	\$ 33.3	\$	\$	\$	\$
Write-down of long-lived assets	\$ 7.0	\$	\$ 7.0	\$ 0.8	\$ 4.8	\$ 5.6	\$
Capital expenditures	\$ 47.1	\$ 9.9	\$ 57.0	\$ 276.9	\$ 10.5	\$ 287.4	\$ 7.3
Deferred stripping costs	\$ 86.1	\$ 5.5	\$ 91.6	\$	\$	\$	\$
Total assets **	\$ 1,367.2	\$ 182.5	\$ 1,549.7	\$ 1,030.5	\$ 46.4	\$ 1,076.9	\$ 31.0

**Table of Contents****NEWMONT MINING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

	<b>Zarafshan- Newmont, Uzbekistan</b>	<b>Other International Operations</b>	<b>Total Gold</b>	<b>Exploration</b>	<b>Corporate and Other</b>	<b>Consolidated</b>
Sales, net	\$ 60.2	\$ 92.6	\$ 1,665.6	\$	\$ 0.5	\$ 1,666.1
Royalties	\$	\$	\$	\$	\$ 0.6	\$ 0.6
Interest income	\$ 0.3	\$ 0.2	\$ 1.5	\$	\$ 1.5	\$ 3.0
Interest expense	\$ 0.8	\$	\$ 7.3	\$	\$ 90.8	\$ 98.1
Exploration, research and development	\$	\$	\$ 25.3	\$ 24.0	\$ 6.2	\$ 55.5
Depreciation, depletion and amortization	\$ 11.9	\$ 22.8	\$ 293.7	\$ 1.6	\$ 6.3	\$ 301.6
Pre-tax income (loss) before minority interest and equity income of affiliates	\$ 17.7	\$ (0.5)	\$ 175.7	\$ (27.2)	\$ (211.6)	\$ (63.1)
Equity income of affiliates	\$	\$	\$	\$	\$ 22.5	\$ 22.5
Amortization of deferred stripping, net	\$	\$ 4.1	\$ 37.4	\$	\$	\$ 37.4
Write-down of long-lived assets	\$	\$ 15.8	\$ 28.4	\$	\$ 4.3	\$ 32.7
Capital expenditures	\$ 20.4	\$	\$ 372.1	\$	\$ 17.9	\$ 390.0
Deferred stripping costs	\$	\$	\$ 91.6	\$	\$	\$ 91.6
Total assets **	\$ 111.2	\$ 48.7	\$ 2,817.5	\$ 12.2	\$ 1,312.0	\$ 4,141.7

Revenues from export and domestic sales were as follows:

	<b>Years Ended December 31,</b>		
	<b>2003</b>	<b>2002</b>	<b>2001</b>
	<b>(in millions)</b>		
Europe	\$ 2,910.7	\$ 2,398.2	\$ 1,453.0
Canada	107.4	98.8	102.1
United States	4.5	0.9	3.5
Other	135.2	124.3	107.5
<b>Total</b>	<b>\$ 3,157.8</b>	<b>\$ 2,622.2</b>	<b>\$ 1,666.1</b>

Long-lived assets, excluding deferred tax assets, in the United States and other countries are as follows:

	<b>At December 31,</b>	
	<b>2003</b>	<b>2002</b>
	<b>(in millions)</b>	
United States*	\$ 4,275.1	\$ 4,345.5



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Australia	1,256.4	1,477.8
Canada	158.7	400.9
Indonesia	798.9	705.0
Peru	920.5	866.0
Other	527.7	477.5
	<hr/>	<hr/>
Total	\$ 7,937.3	\$ 8,272.7
	<hr/>	<hr/>

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\* Goodwill allocated to Exploration and Merchant Banking (see Note 3) is global in nature and has been allocated to the United States, the Company's headquarters.

The Company is not economically dependent on a limited number of customers for the sale of its product because gold can be sold through numerous gold market traders worldwide. In 2003, sales to one customer, Bank of Nova Scotia, totaled \$1.5 billion or 46% of total sales. In 2002, sales to one customer, Bank of Nova Scotia, totaled \$1.2 billion or 46% of total sales. In 2001, sales to two customers, Bank of Nova Scotia and Chase Investment Bank, totaled \$816 million and \$326 million, or 49% and 20% of total sales, respectively.

**Table of Contents**

**NEWMONT MINING CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**NOTE 27 COMMITMENTS AND CONTINGENCIES**

**General**

The Company follows SFAS No. 5, *Accounting for Contingencies*, in determining its accruals and disclosures with respect to loss contingencies. Accordingly, estimated losses from loss contingencies and legal expenses associated with the contingency are accrued by a charge to income when information available prior to issuance of the financial statements indicates that it is probable that an asset had been impaired or a liability had been incurred and the amount of the loss can be reasonably estimated. If a loss contingency is not probable or reasonably estimable, disclosure of the loss contingency is made in the financial statements when it is at least reasonably possible that a loss may be incurred.

**Operating Segments**

The Company's operating segments are identified in Note 26. Except as noted in this paragraph, all of the Company's commitments and contingencies specifically described in this Note 27 relate to the *Corporate and Other* category. The Newmont Madencilik A.S. matters relate to the *Other International* operating segment. The Nevada Operations matters under Newmont USA Limited relate to the *Nevada* operating segment. The Yanacocha matters relate to the *Yanacocha* operating segment. The Newmont Yandal Operations Limited and the Newmont Australia Limited matters relate to the *Other Australia* operating segment.

**Environmental Matters**

The Company's mining and exploration activities are subject to various federal and state laws and regulations governing the protection of the environment. These laws and regulations are continually changing and are generally becoming more restrictive. The Company conducts its operations so as to protect the public health and environment and believes its operations are in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations, but cannot predict the amount of such future expenditures.

Estimated future reclamation costs are based principally on legal and regulatory requirements. At December 31, 2003 and at December 31, 2002, \$361.0 million and \$254.1 million, respectively, were accrued for reclamation costs relating to currently producing mineral properties. On January 1, 2003, the Company adopted SFAS 143, *Asset Retirements Obligations* (see Note 14).

In addition, the Company is involved in several matters concerning environmental obligations associated with former mining activities. Generally, these matters concern developing and implementing remediation plans at the various sites involved. The Company believes that the

related environmental obligations associated with these sites are similar in nature with respect to the development of remediation plans, their risk profile and the compliance required to meet general environmental standards. Based upon the Company's best estimate of its liability for these matters, \$58.6 million and \$48.1 million were accrued for such obligations at December 31, 2003 and December 31, 2002, respectively. These amounts are included in *Other current liabilities* and *Reclamation and remediation liabilities*. Depending upon the ultimate resolution of these matters, the Company believes that it is reasonably possible that the liability for these matters could be as much as 54% greater or 41% lower than the amount accrued at December 31, 2003. The amounts accrued for these matters are reviewed periodically based upon facts and circumstances available at the time. Changes in estimates are recorded in *Costs and expenses, Other* in the period estimates are revised.

Details about certain of the more significant matters involved are discussed below.

**Table of Contents**

**NEWMONT MINING CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

***Dawn Mining Company LLC ( Dawn ) 51% Newmont Owned***

*Midnite Mine Site.* Dawn previously leased an open pit uranium mine, currently inactive, on the Spokane Indian Reservation in the State of Washington. The mine site is subject to regulation by agencies of the U.S. Department of Interior (the Bureau of Indian Affairs and the Bureau of Land Management), as well as the United States Environmental Protection Agency ( EPA ).

In 1991, Dawn's mining lease at the mine was terminated. As a result, Dawn was required to file a formal mine closure and reclamation plan. The Department of Interior commenced an analysis of Dawn's proposed plan and alternate closure and reclamation plans for the mine. Work on this analysis has been suspended indefinitely. In mid-2000, the mine was included on the National Priorities List under the Comprehensive Environmental Response, Compensation and Liability Act ( CERCLA ). In March 2003, the EPA notified Dawn and Newmont that it had thus far expended \$11.5 million on the remedial investigation/feasibility study under CERCLA.

The EPA has asserted that Dawn and Newmont are liable for reclamation or remediation work and costs at the mine. Dawn does not have sufficient funds to pay for the reclamation plan it proposed or for any alternate plan, or for any additional remediation work or costs at the mine. Newmont intends to vigorously contest any claims as to its liability.

Newmont cannot reasonably predict the likelihood or outcome of any future action against Dawn or Newmont arising from this matter.

*Dawn Mill.* Dawn also owns a uranium mill site facility, located on private land near Ford, Washington, which is subject to state and federal regulation. In late 1999, Dawn sought and later received state approval for a revised mill closure plan that expedites the reclamation process at the mill. The State of Washington has approved this revised plan. The currently approved plan for the mill is guaranteed by Newmont.

***Idarado Mining Company ( Idarado ) 80.1% Newmont Owned***

In July 1992, Newmont and Idarado signed a consent decree with the State of Colorado ( State ), which was agreed to by the U.S. District Court of Colorado, to settle a lawsuit brought by the State under CERCLA.

Idarado agreed in the consent decree to undertake specified remediation work at its former mining site in the Telluride/Ouray area of Colorado. Remediation work at this property is substantially complete. If the remediation does not achieve specific performance objectives defined in the consent decree, the State may require Idarado to implement supplemental activities at the site, also as defined in the consent decree. Idarado and Newmont obtained a \$5.8 million reclamation bond to secure their potential obligations under the consent decree. In addition, Idarado settled

natural resources damages and past and future response costs, and agreed to habitat enhancement work under the consent decree. All of this work is substantially completed.

***Newmont Madencilik A.S. 100% Newmont Owned***

The Ovacik mine has a long history of legal challenges to the operation of the mine and, in particular, its use of cyanide in gold production. These challenges involve a multitude of proceedings and have a complex procedural history that, in June 2001, resulted in a judicial order granting the plaintiffs' request to cancel Ovacik's operating permits. Newmont has appealed this decision and, at present, the mine continues to operate under interim licenses pending the outcome of Newmont's appeal. In addition, the Ovacik mine is the subject of a separate action being brought against the Turkish government in the European Court of Human Rights.

**Table of Contents**

**NEWMONT MINING CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

( ECHR ). The plaintiffs in that case assert that the Turkish government's authorization of operating permits and use of cyanide for the Ovacik mine violates Turkish law and Turkey's obligations under the European Convention on Human Rights. Plaintiffs have asked, among other things, that the ECHR grant interim relief ordering the shutdown of the mine pending the ECHR's hearing and decision on the merits. Newmont has intervened in this action. Newmont cannot reasonably predict the final outcome of any of the above-described legal proceedings. Either the Turkish courts or the ECHR, however, might grant relief that could require the closure of the mine or the interruption of mining activities.

***Newmont Capital Limited 100% Newmont Owned***

In February 1999, the EPA placed the Lava Cap mine site in Nevada County, California on the National Priorities List under CERCLA. The EPA then initiated a remedial investigation/feasibility study under CERCLA to determine environmental conditions and remediation options at the site.

Newmont Capital, formerly known as Franco-Nevada Mining Corporation, Inc., owned the property for approximately three years from 1984 to 1986 but never mined or conducted exploration at the site. The EPA asserts that Newmont Capital is responsible for clean up costs incurred at the site. The parties have entered into a tolling agreement until December 31, 2004 to facilitate settlement negotiations with respect to potential claims under CERCLA. Based on Newmont Capital's limited involvement at Lava Cap mine, it does not believe it has any liability for environmental conditions at the site, and intends to vigorously defend any formal claims by the EPA. Newmont cannot reasonably predict the likelihood or outcome of any future action arising from this matter.

***Newmont USA Limited 100% Newmont Owned***

***Pinal Creek.*** Newmont is a defendant in a lawsuit brought in U.S. District Court in Arizona by the Pinal Creek Group, alleging that the company and others are responsible for some portion of costs incurred to address groundwater contamination emanating from copper mining operations located in the area of Globe and Miami, Arizona. Two former subsidiaries of Newmont, Pinto Valley Copper Corporation and Magma Copper Company (now known as BHP Copper Inc.), owned some of the mines in the area between 1983 and 1987. The court has dismissed plaintiffs' claims seeking to hold Newmont liable for the acts or omissions of its former subsidiaries. Based on information presently available, Newmont believes it has strong defenses to plaintiffs' remaining claims, including, without limitation, that Newmont's agents did not participate in any pollution causing activities; that Newmont's liabilities, if any, were contractually transferred to one of the plaintiffs; that portions of plaintiffs' claimed damages are not recoverable; and that Newmont's equitable share of liability, if any, would be immaterial. While Newmont has denied liability and is vigorously defending these claims, we cannot reasonably predict the final outcome of this lawsuit.

***Nevada Operations.*** In November 2002, Great Basin Mine Watch and the Mineral Policy Center (Appellants) filed suit in U.S. District Court in Nevada against the Department of the Interior and the Bureau of Land Management (BLM), challenging and seeking to enjoin the BLM's July 2002 Record of Decision approving the company's amended Plan of Operations covering the Gold Quarry South Layback Project, and the BLM's September 2002 Record of Decision approving a new Plan of Operations for the Leeville Mine. Appellants seek a declaration that the BLM's decisions were unlawful and an injunction prohibiting Newmont's approved activities. Newmont has intervened in this action on behalf of the

government defendants and has filed an answer denying all of Appellants' claims. While Newmont believes that this appeal is without merit, an unfavorable outcome could result in additional conditions on operations that could have a material adverse effect on the company's financial position or results of operations.

**Table of Contents**

**NEWMONT MINING CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

In October 2002, Great Basin Mine Watch (Appellant) filed an appeal with the Nevada State Environmental Commission, challenging the Nevada Division of Environmental Protection's (NDEP) renewal of the Clean Water Act discharge permit for Newmont's Gold Quarry Mine. This permit governs the conditions under which Newmont may discharge mine-dewatering water in connection with its ongoing mining operations. Appellant alleges that the terms of the renewed permit violate the Clean Water Act and Nevada water quality laws. Newmont has intervened in this action on behalf of the NDEP. A hearing before the Nevada State Environmental Commission was held in June 2003 in Elko, Nevada. At the end of the hearing, the Commission ruled in favor of NDEP on all claims and affirmed NDEP's renewal of the Clean Water Act discharge permit. Appellant appealed this decision in the Nevada District Court in Carson City, Nevada. While Newmont believes that this appeal is without merit, an unfavorable outcome could result in additional conditions on operations that could have a material adverse effect on the company's financial position or results of operations.

In December 2002, Great Basin Mine Watch filed an appeal with the Nevada State Environmental Commission challenging NDEP's November 2002 decision renewing a water pollution control permit for Newmont's Lone Tree Mine. This appeal alleges that NDEP's renewal violated various procedural and substantive requirements under Nevada's water quality laws. Newmont has intervened in this appeal. A hearing before the Nevada State Environmental Commission was held in February 2003 in Carson City, Nevada. At the close of the hearing, the Commission ruled in favor of NDEP on all claims, and affirmed NDEP's renewal of the permit. Great Basin Mine Watch appealed this decision in the Nevada District Court in Carson City. While Newmont believes that this appeal is without merit, an unfavorable outcome could result in additional conditions on operations that could have a material adverse effect on the company's financial position or results of operations.

*Grass Valley.* On February 3, 2004, the City of Grass Valley, California brought suit against Newmont USA Limited under CERCLA in the U.S. District Court for the Northern District of California. This matter involves an abandoned mine adit on property previously owned by a predecessor of Newmont USA and currently owned by the City of Grass Valley. The complaint alleges that the adit is discharging metals-bearing water into a stream on the property, in concentrations in excess of current EPA drinking water standards. Newmont is currently investigating the allegations made in this lawsuit, and cannot predict the likely outcome of this matter.

*Gray Eagle Mine Site.* By letter dated September 3, 2002, the EPA notified Newmont that the EPA had expended \$2.6 million in response costs to address environmental conditions associated with a historic tailings pile located at the Grey Eagle Mine site near Happy Camp, California, and requested that Newmont pay those costs. The EPA has identified four potentially responsible parties, including Newmont. Newmont does not believe it has any liability for environmental conditions at the Grey Eagle Mine site, and intends to vigorously defend any formal claims by the EPA. Newmont cannot reasonably predict the likelihood or outcome of any future action against it arising from this matter.

***Resurrection Mining Company ( Resurrection ) 100% Newmont Owned***

Newmont, Resurrection and other defendants were named in lawsuits filed by the State of Colorado under CERCLA in 1983, which were subsequently consolidated with a lawsuit filed by EPA in 1986. These proceedings sought to compel the defendants to remediate the impacts of pre-existing, historic mining activities near Leadville, Colorado, which date back to the mid-1800s, and which the government agencies claim were causing substantial environmental problems in the area.



In 1988 and 1989, the EPA issued administrative orders with respect to one area on the site and the defendants have collectively implemented those orders by constructing a water treatment plant, which was placed

**Table of Contents**

**NEWMONT MINING CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

in operation in early 1992. Remaining remedial work for this area consists of water treatment plant operation and continuing environmental monitoring and maintenance activities. Newmont and Resurrection are currently responsible for 50% of these costs, but their share of such costs could increase in the event other defendants become unable to pay their share of such costs.

The parties also have entered into a consent decree with respect to the remaining areas at the site, which apportions liabilities and responsibilities for these areas. The EPA has approved remedial actions for selected components of Resurrection's portion of the site, which were initiated in 1995. The EPA has not yet selected the final remedy for the site. Accordingly, Newmont cannot yet determine the full extent or cost of its share of the remedial action that will be required. The government agencies may also seek to recover for damages to natural resources. In March 1999, the parties entered into a Memorandum of Understanding ( MOU ) to facilitate the settlement of natural resources damages claims under CERCLA for the upper Arkansas River Basin. In January 2004, an MOU report was issued that evaluated the extent of natural resource damages and possible restoration activities that might be required, which Resurrection and other parties could potentially be required to fund. This report will provide a framework for resolving remaining issues at the site

**Other Legal Matters**

***Minera Yanacocha 51.35% Newmont Owned***

*Choropampa.* In June 2000, a transport contractor of Yanacocha spilled approximately 151 kilograms of elemental mercury near the town of Choropampa, Peru, which is located 53 miles (85 kilometers) southwest of the Yanacocha mine. Elemental mercury is a by-product of gold mining and was sold to a Lima firm for use in medical instruments and industrial applications. A comprehensive health and environmental remediation program was undertaken by Yanacocha in response to the incident. In August 2000, Yanacocha paid under protest a fine of 1,740,000 soles (approximately \$500,000) to the Peruvian government. Yanacocha has entered into settlement agreements with a number of individuals impacted by the incident. In addition, it has entered into agreements with three of the communities impacted by this incident to provide a variety of public works as compensation for the disruption and inconvenience caused by the incident. As a result of this incident, Yanacocha has incurred approximately \$16.0 million of expenditures. Yanacocha cannot predict the likelihood of additional expenditures related to this matter.

On September 10, 2001, Yanacocha, various wholly-owned subsidiaries of Newmont, and other defendants were named in a lawsuit filed by over 900 Peruvian citizens in Denver District Court for the State of Colorado. This action seeks compensatory and punitive damages based on claims associated with the elemental mercury spill incident. The Denver District Court dismissed this action on May 22, 2002, and the court reaffirmed this ruling on July 30, 2002. Plaintiffs' attorneys appealed this dismissal and, in November 2003, the Colorado Court of Appeals remanded the matter for further review to the Denver District Court. In January, 2004, Newmont and the other defendants filed a writ of certiorari requesting the Colorado Supreme Court to review the matter.

In July 2002, other lawsuits were served against Yanacocha, various wholly-owned subsidiaries of Newmont and/or other defendants in the Denver District Court for the State of Colorado and in the United States District Court for the District of Colorado, by approximately 140

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additional Peruvian plaintiffs and by the same plaintiffs who filed the September 2001 lawsuit. These actions also seek compensatory and punitive damages based on claims associated with the elemental mercury spill incident. All of these lawsuits have been stayed pending the outcome of the appeal in the September 2001 matter.

Additional lawsuits relating to the Choropampa incident were filed against Yanacocha in two of the local courts of Cajamarca, Peru, in May 2002 by over 900 Peruvian citizens. A significant number of the plaintiffs in

**Table of Contents**

**NEWMONT MINING CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

these lawsuits previously have entered into settlement agreements with Yanacocha. In December 2003, the Superior Court in Cajamarca granted a resolution upholding the validity of certain challenged settlement agreements. This ruling has been appealed to the Peruvian Supreme Court.

Neither Newmont nor Yanacocha can reasonably predict the final outcome of any of the above-described lawsuits.

*Cerro Quilish.* In October 2000, the Provincial Municipality of Cajamarca enacted an ordinance declaring Cerro Quilish and its watershed to be a reserved and natural protected area. Cerro Quilish is an ore deposit that contains reserves of 1.9 million equity ounces and is located in the same watershed as the City of Cajamarca. Yanacocha challenged this ordinance on the grounds that, under Peruvian law, local governments lack authority to create such areas. The case was heard in early 2003, and on April 30, 2003, the Constitutional Tribunal issued a decision holding that, because Yanacocha acquired the mining concessions in the Cerro Quilish area many years before the adoption of the contested ordinance, its rights were not impacted by the ordinance. On May 8, 2003, the Constitutional Tribunal reaffirmed its ruling in this matter.

Yanacocha is committed to completing a full environmental impact study prior to initiating any development at Cerro Quilish, and will adopt mitigation measures necessary to protect the quality and quantity of the water supply of the City of Cajamarca. While the central government has the primary responsibility and the necessary technical expertise to regulate this matter, the Company is also committed to working with the local government and other affected stakeholders in completing the required studies and designing and implementing any necessary mitigation measures.

***Newmont Australia Limited 100% Newmont Owned***

In February 1999, Normandy Mining Limited ( Normandy, now known as Newmont Australia Limited) sold certain subsidiary companies in a transaction that resulted in net cash proceeds of A\$663 million. The sale did not give rise to any tax liability to Normandy because of the tax basis that Normandy had in the shares of the subsidiaries and the capital losses available to offset the net gain realized on the sale. This transaction is currently the subject of a review by the Australian Taxation Office ( ATO ). The ATO has sought documents from Newmont Australia Limited, the buyer of the subsidiaries and other parties. In December 2003, the ATO issued two draft position papers with respect to its current view of certain proposed tax adjustments required for two of Newmont Australia Limited's wholly-owned Australian subsidiaries that participated in the transaction. The Company continues to believe that Normandy's tax treatment was in accordance with the provisions of the relevant tax laws and intends to vigorously defend its position in its response to the ATO's draft position papers. The Company cannot reasonably predict what the ATO's reaction will be to its response or what future action the ATO may take in relation to this matter.

***Newmont USA Limited 100% Newmont Owned***

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In February 2002, a French citizen filed a complaint against the Company and certain of its subsidiaries and former officers, Compañía de Minas Buenaventura, S.A.A. ( Buenaventura ), one of Buenaventura's subsidiaries, and other individuals, in U.S. District Court in Denver. The plaintiff alleges that he had an arrangement with Normandy, under which his fee was dependent on the outcome of the Yanacocha shareholder dispute (which involved a lawsuit by Newmont and Buenaventura in Peru against the Bureau de Recherches Géologiques et Minières, the geological and mining bureau of the French government (the BRGM ) and Normandy to enforce preemptive rights under the Minera Yanacocha by-laws, after the BRGM announced its intention to transfer its shares in Yanacocha to a company controlled by Normandy; this shareholder dispute was

## **Table of Contents**

### **NEWMONT MINING CORPORATION**

#### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

resolved in 2000 pursuant to a comprehensive settlement agreement among the parties). The February 2002 lawsuit alleged that the defendants violated the federal Racketeer Influenced Corrupt Organization Act ( RICO ) by corrupting the Peruvian Supreme Court in 1998 in order to prevail in the Yanacocha shareholder dispute. The suit seeks damages of not less than \$25 million plus interest (which could be subject to trebling), as well as unspecified punitive damages. In January, 2004, the court granted the defendants' motion to dismiss; the plaintiff appealed this decision in February 2004. During the summer of 2002, the Peruvian attorney general's office commenced an inquiry into certain of the allegations made in the February 2002 lawsuit described above. In July 2003, the Peruvian attorney general's office announced that its investigation had concluded without finding any evidence of improper conduct in relation to the outcome of the Yanacocha shareholder dispute. Further, in February 2003, Newmont received a subpoena from the U.S. Department of Justice requiring the production of documents related to Newmont's activities relating to the shareholder dispute described above from 1994 through 1999. Newmont is complying with this request.

#### ***Newmont Yandal Operations Pty Ltd 100% Newmont Owned***

On September 3, 2003, J. Aron & Co. commenced proceedings in the Supreme Court of New South Wales (Australia) against Newmont Yandal Operations Pty Ltd ( NYOL ) in relation to the completed voluntary administration of the NYOL group. J. Aron & Co., an NYOL creditor, initially sought injunctive relief that was denied by the court on September 8, 2003. On October 30, 2003, J. Aron & Co. filed a statement of claim alleging various deficiencies in the implementation of the voluntary administration process and seeking damages and other relief against NYOL and other parties. See Note 12 for additional information regarding NYOL and the voluntary administration process. Newmont cannot reasonably predict the final outcome of this lawsuit.

#### **Income Taxes**

The Company operates in numerous countries around the world and accordingly it is subject to, and pays annual income taxes under the various income tax regimes in the countries in which it operates. Some of these tax regimes are defined by contractual agreements with the local government, but others are defined by the general corporate income tax laws of the country. The Company has historically filed, and continues to file, all required income tax returns and to pay the taxes reasonably determined to be due. The tax rules and regulations in many countries are highly complex and subject to interpretation. From time to time the Company is subject to a review of its historic income tax filings and in connection with such reviews, disputes can arise with the taxing authorities over the interpretation or application of certain rules to the Company's business conducted within the country involved. As of December 31, 2003 and December 31, 2002 the Company has accrued income taxes (and related interest and penalties, if applicable) in the amount of \$244.8 million and \$321.5 million, respectively. This amount represents what the Company believes will be the probable outcome from settlement of such disputes for all tax years for which additional income taxes can be assessed.

#### **Guarantee of Third Party Indebtedness**

Newmont USA Limited has guaranteed Pollution Control Revenue Bonds with a principal amount of \$35.7 million, due 2009, of BHP Copper Inc., formerly known as Magma Copper Company. At the time the bonds were issued, Magma was a wholly-owned subsidiary of Newmont

USA Limited. Magma was spun-off as an independent, separately traded company in 1987, and was acquired in 1995 by the company now known as BHP Billiton Limited. Newmont USA Limited will be required to perform under the guarantee in the event that BHP Copper defaults on the bonds; in that event, Newmont USA Limited would be liable for the amount of any unpaid principal and interest outstanding at the time of the default. It is expected that Newmont USA Limited will be required to remain liable on this guarantee as long as the bonds remain outstanding. Newmont USA

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**Table of Contents**

**NEWMONT MINING CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Limited currently has no carrying value for this contingent liability, because it does not expect to have to pay any amount under the guarantee in the future given the financial strength of BHP Copper's parent company. In the event that it does have to perform under the guarantee, Newmont USA Limited would have a right of subrogation to the bondholders.

Newmont is the guarantor of an A\$71.0 million (approximately \$53.2 million) amortizing loan facility of QMC Finance Pty Ltd ( "QMC" ), of which A\$65.2 million (approximately \$48.9 million) was outstanding as of December 31, 2003. QMC is also a party to hedging contracts that have been guaranteed by Newmont. As of December 31, 2003, the fair value of these contracts was a positive A\$4.7 million (approximately \$3.5 million). At December 31, 2003, Newmont made a provision of \$30 million with respect to this guarantee (see Note 10 for a complete discussion).

**Other Commitments and Contingencies**

In a 1993 asset exchange, a wholly-owned subsidiary transferred a coal lease under which the subsidiary had collected advance royalty payments totaling \$484 million. From 1994 to 2018, remaining advance payments under the lease to the transferee total \$390 million. In the event of title failure as stated in the lease, this subsidiary has a primary obligation to refund previously collected payments and has a secondary obligation to refund any of the \$390 million collected by the transferee, if the transferee fails to meet its refund obligation. The subsidiary has no direct liability to the lessor and has title insurance on the leased coal deposits of \$240 million covering the secondary obligation. The Company and the subsidiary regard the circumstances entitling the lessor to a refund as remote.

The Company has minimum royalty obligations on one of its producing mines in Nevada for the life of the mine. Amounts paid as a minimum royalty (where production royalties are less than the minimum obligation) in any year are recoverable in future years when the minimum royalty obligation is exceeded. Although the minimum royalty requirement may not be met in a particular year, the Company expects that over the mine life, gold production will be sufficient to meet the minimum royalty requirements.

As part of its ongoing business and operations, the Company and its affiliates are required to provide surety bonds, bank letters of credit and bank guarantees as financial support for various purposes, including environmental reclamation, exploration permitting, workers compensation programs and other general corporate purposes. At December 31, 2003 and 2002, there were \$202.9 million and \$177.0 million, respectively, of outstanding letters of credit, surety bonds and bank guarantees (excluding the surety bond supporting the prepaid forward transaction described in Note 13). The surety bonds, letters of credit and bank guarantees reflect fair value as a condition of their underlying purpose and are subject to fees competitively determined in the market place. The obligations associated with these instruments are generally related to performance requirements that the Company addresses through its ongoing operations. As the specific requirements are met, the beneficiary of the associated instrument cancels and/or returns the instrument to the issuing entity. Certain of these instruments are associated with operating sites with long-lived assets and will remain outstanding until closure. Generally, bonding requirements associated with environmental regulation are becoming more restrictive. In addition, the surety markets for certain types of environmental bonding used by the Company have become increasingly constrained. The Company, however, believes it is in compliance with all applicable bonding obligations and will be able to satisfy future bonding requirements, through existing or alternative means, as they arise.



Newmont is from time to time involved in various legal proceedings related to its business. Except in the above-described proceedings, management does not believe that adverse decisions in any pending or threatened proceeding or that amounts that may be required to be paid by reason thereof will have a material adverse effect on the Company's financial condition or results of operations.

**Table of Contents****NEWMONT MINING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****NOTE 28 OPERATING LEASE COMMITMENTS**

The Company leases certain assets such as equipment and facilities under operating leases expiring at various dates through 2011. Future minimum annual lease payments under these leases as of December 31, 2003 are as follows (in millions):

	<b>Operating Leases</b>
2004	\$ 15.3
2005	9.5
2006	9.2
2007	5.1
2008	1.8
Thereafter	4.8
<b>Total</b>	<b>\$ 45.7</b>

Rent expense for the years ended December 31, 2003, 2002 and 2001 was \$10.4 million, \$9.1 million and \$8.2 million, respectively.

**NOTE 29 CONSOLIDATING FINANCIAL STATEMENTS**

The following Consolidating Financial Statements are presented to satisfy disclosure requirements of Rule 3-10(e) of Regulation S-X resulting from the inclusion of Newmont USA Limited ( Newmont USA ), a wholly-owned subsidiary of Newmont Mining Corporation, as a co-registrant with Newmont Mining Corporation on a shelf registration statement on Form S-3 filed under the Securities Act of 1933 under which securities of Newmont Mining Corporation (including debt securities which may be guaranteed by Newmont USA) may be issued from time to time (the Shelf Registration Statement ). To the extent Newmont Mining Corporation issues debt securities under the Shelf Registration Statement, it is expected that Newmont USA will provide a guarantee of that debt. In accordance with Rule 3-10(e) of Regulation S-X, Newmont USA, as the subsidiary guarantor, is 100% owned by Newmont Mining Corporation, the guarantee will be full and unconditional, and it is not expected that any other subsidiary of Newmont Mining Corporation will guarantee any security issued under the Shelf Registration Statement. There are no significant restrictions on the ability of Newmont USA to obtain funds from its subsidiaries by dividend or loan.

**Table of Contents****NEWMONT MINING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

<u>Consolidating Statement of Operations</u>	<u>Newmont Mining Corporation</u>	<u>Newmont USA</u>	<u>Other Subsidiaries</u>	<u>Eliminations</u>	<u>Newmont Mining Corporation Consolidated</u>
			(in millions)		
<b>For the Year Ended December 31, 2003</b>					
Revenues					
Sales gold	\$	\$ 2,326.3	\$ 756.6	\$	\$ 3,082.9
Sales base metals, net			74.8		74.8
Royalties		0.3	57.2	(1.2)	56.3
		2,326.6	888.6	(1.2)	3,214.0
Costs and expenses					
Costs applicable to sales (exclusive of depreciation, depletion and amortization shown separately below)					
Gold		1,173.4	483.9	(1.3)	1,656.0
Base metals			44.3		44.3
Depreciation, depletion and amortization		376.7	187.8		564.5
Exploration, research and development		61.0	54.2		115.2
General and administrative		102.3	27.9	0.1	130.3
Write-down of long-lived assets		31.4	3.9		35.3
Other	(0.2)	41.1	8.5		49.4
	(0.2)	1,785.9	810.5	(1.2)	2,595.0
Other income (expense)					
Gain on investments, net	1.3	(7.6)	89.5		83.2
Gain (loss) on derivative instruments, net		69.5	30.0	(76.6)	22.9
Gain on extinguishment of NYOL bonds, net			0.1	113.9	114.0
Gain on extinguishment of NYOL derivative liability, net			29.9	76.6	106.5
Loss on extinguishment of debt		(23.0)	(10.8)		(33.8)
Loss on guarantee of QMC debt			(30.0)		(30.0)
Dividends, interest and other income intercompany	28.6	25.1	10.1	(63.8)	
Dividends, interest, foreign currency exchange and other income	73.4	51.2	7.6		132.2
Interest expense intercompany	6.8	(10.0)	(60.6)	63.8	
Interest, net of capitalized interest	(2.8)	(65.2)	(20.6)		(88.6)
	107.3	40.0	45.2	113.9	306.4
Pre-tax income before minority interest, equity income (loss) and impairment of affiliates and cumulative effect of a change in accounting principle	107.5	580.7	123.3	113.9	925.4

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Income tax (expense) benefit	(37.6)	(64.2)	(130.5)	25.4	(206.9)
Minority interest in (income) loss of affiliates		(176.4)	29.6	(26.4)	(173.2)
Equity loss and impairment of Australian Magnesium Corporation			(119.5)		(119.5)
Equity income of affiliates	405.8	82.9	571.5	(975.8)	84.4
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
Income before cumulative effect of a change in accounting principle	475.7	423.0	474.4	(862.9)	510.2
Cumulative effect of a change in accounting principle, net of tax of \$11.1		(31.5)	(3.0)		(34.5)
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
Net income applicable to common shares	\$ 475.7	\$ 391.5	\$ 471.4	\$ (862.9)	\$ 475.7
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## Table of Contents

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Income before cumulative effect of a change in accounting principle	158.0	208.2	203.3	(419.2)	150.3
Cumulative effect of a change in accounting principle, net of tax of \$(4.1)		7.7			7.7
Net income	158.0	215.9	203.3	(419.2)	158.0
Preferred stock dividends	(3.7)				(3.7)
Net income applicable to common shares	\$ 154.3	\$ 215.9	\$ 203.3	\$ (419.2)	\$ 154.3

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

<u>Consolidating Statement of Operations</u>	<u>Newmont Mining Corporation</u>	<u>Newmont USA</u>	<u>Other Subsidiaries</u>	<u>Eliminations</u>	<u>Newmont Mining Corporation Consolidated</u>
			(in millions)		
<b>For the Year Ended December 31, 2001</b>					
Revenues					
Sales gold	\$	\$ 1,666.1	\$	\$	\$ 1,666.1
Royalties		0.6			0.6
	—	<u>1,666.7</u>	<u>          </u>	<u>          </u>	<u>1,666.7</u>
	—	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
Costs and expenses					
Costs applicable to sales (exclusive of depreciation, depletion and amortization shown separately below)					
Gold		1,117.9			1,117.9
Depreciation, depletion and amortization		301.6			301.6
Exploration, research and development		55.5			55.5
General and administrative		61.2			61.2
Write-down of long-lived assets		32.7			32.7
Merger and restructuring		60.5			60.5
Other		11.5			11.5
	—	<u>1,640.9</u>	<u>          </u>	<u>          </u>	<u>1,640.9</u>
	—	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
Other income (expense)					
Gain on derivative instruments, net		1.8			1.8
Dividends, interest, foreign currency exchange and other income		7.4			7.4
Interest, net of capitalized interest		(98.1)			(98.1)
	—	<u>(88.9)</u>	<u>          </u>	<u>          </u>	<u>(88.9)</u>
	—	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
Pre-tax loss before minority interest and equity income of affiliates		(63.1)			(63.1)
Income tax benefit		59.3			59.3
Minority interest in income of affiliates		(65.4)			(65.4)
Equity income of affiliates		22.6			22.6
	—	<u>(46.6)</u>	<u>          </u>	<u>          </u>	<u>(46.6)</u>
Net loss		(46.6)			(46.6)
Preferred stock dividends		(7.5)			(7.5)
	—	<u>(54.1)</u>	<u>          </u>	<u>          </u>	<u>(54.1)</u>
Net loss applicable to common shares	\$	\$ (54.1)	\$	\$	\$ (54.1)
	—	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>





**Table of Contents****NEWMONT MINING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

At December 31, 2003					
Consolidating Balance Sheets	Newmont Mining Corporation	Newmont USA	Other Subsidiaries	Eliminations	Newmont Mining Corporation Consolidated
( in millions)					
Assets					
Cash and cash equivalents	\$	\$ 1,211.2	\$ 102.8	\$	\$ 1,314.0
Marketable securities		0.9	143.8		144.7
Accounts receivable	1,791.0	334.8	324.3	(2,359.4)	90.7
Inventories		156.0	69.7		225.7
Stockpiles and ore on leach pads		210.8	37.8		248.6
Deferred stripping costs		41.0	19.1		60.1
Deferred income tax assets		50.6	23.1		73.7
Newmont Australia infrastructure bonds			127.7		127.7
Other current assets	(122.9)	53.0	(106.0)	251.2	75.3
Current assets	1,668.1	2,058.3	742.3	(2,108.2)	2,360.5
Property, plant and mine development, net		1,909.4	438.6		2,348.0
Mineral interests and other intangible assets, net		237.0	1,142.1		1,379.1
Investments		709.7	892.8	(868.5)	734.0
Investment in subsidiaries	4,154.1		2,608.7	(6,762.8)	
Deferred stripping costs		28.0	2.3		30.3
Long-term stockpiles and ore on leach pads		284.3	21.5		305.8
Deferred income tax assets	6.8	482.2	263.4		752.4
Other long-term assets	1,313.6	589.1	221.1	(2,026.3)	97.5
Goodwill		93.7	2,948.9		3,042.6
Total assets	\$ 7,142.6	\$ 6,391.7	\$ 9,281.7	\$ (11,765.8)	\$ 11,050.2
Liabilities					
Current portion of long-term debt	\$	\$ 59.9	\$ 131.0	\$	\$ 190.9
Accounts payable	129.5	1,643.0	756.4	(2,365.7)	163.2
Deferred income tax liabilities		2.0	16.2		18.2
Derivative instruments		0.7	5.4		6.1
Employee related benefits		106.7	28.6		135.3
Other current liabilities	27.2	225.0	69.4	(1.3)	320.3
Current liabilities	156.7	2,037.3	1,007.0	(2,367.0)	834.0
Long-term debt		745.5	141.1		886.6
Reclamation and remediation liabilities		238.2	124.1		362.3
Deferred revenue from sale of future production		53.8			53.8
Derivative instruments		0.3	6.8		7.1
Deferred income tax liabilities	43.0	122.6	442.1	25.4	633.1
Employee related benefits		203.2			203.2
Other long-term liabilities	372.2	119.9	1,857.6	(2,011.0)	338.7
Total liabilities	571.9	3,520.8	3,578.7	(4,352.6)	3,318.8

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Minority interest in subsidiaries		377.1	307.7	(338.3)	346.5
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Stockholders' equity					
Preferred stock			60.7	(60.7)	
Common stock	638.0		32.4	(32.4)	638.0
Additional paid-in capital	5,603.4	2,206.2	4,705.9	(6,092.2)	6,423.3
Accumulated other comprehensive income (loss)	22.8	(43.1)	13.5	29.6	22.8
Retained earnings (deficit)	306.5	330.7	582.8	(919.2)	300.8
<hr/>					
Total stockholders' equity	6,570.7	2,493.8	5,395.3	(7,074.9)	7,384.9
<hr/>					
Total liabilities and stockholders' equity	\$ 7,142.6	\$ 6,391.7	\$ 9,281.7	\$ (11,765.8)	\$ 11,050.2
<hr/>					

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Consolidating Balance Sheets	Newmont Mining Corporation	Newmont USA	Other Subsidiaries	Eliminations	Newmont Mining Corporation Consolidated
(in millions)					
Assets					
Cash and cash equivalents	\$	\$ 165.1	\$ 236.6	\$	\$ 401.7
Marketable securities		0.6	12.6		13.2
Accounts receivable	14.2	61.9	203.4	(197.2)	82.3
Inventories		126.4	42.9		169.3
Stockpiles and ore on leach pads		308.9	20.1		329.0
Deferred stripping costs		25.1	7.0		32.1
Deferred income tax assets		4.6	46.9		51.5
Other current assets	331.9	173.3	202.0	(673.0)	34.2
Current assets	346.1	865.9	771.5	(870.2)	1,113.3
Property, plant and mine development, net		1,916.5	370.5		2,287.0
Mineral interests and other intangible assets, net		243.6	1,171.7		1,415.3
Investments		653.9	3,276.7	(2,731.0)	1,199.6
Investment in subsidiaries	4,516.9			(4,516.9)	
Deferred stripping costs		18.6	4.7		23.3
Long-term stockpiles and ore on leach pads		171.1	28.7		199.8
Deferred income tax assets		481.1	280.3		761.4
Other long-term assets	1.0	318.3	31.0	(227.2)	123.1
Goodwill		93.7	2,930.9		3,024.6
Total assets	\$ 4,864.0	\$ 4,762.7	\$ 8,866.0	\$ (8,345.3)	\$ 10,147.4
Liabilities					
Current portion of long-term debt	\$	\$ 91.5	\$ 23.8	\$	\$ 115.3
Accounts payable	115.9	81.4	104.9	(196.9)	105.3
Deferred income tax liabilities		26.9	1.6		28.5
Derivative instruments			75.0		75.0
Employee related benefits		77.4	37.2		114.6
Other current liabilities	48.3	401.8	471.0	(673.4)	247.7
Current liabilities	164.2	679.0	713.5	(870.3)	686.4
Long-term debt		1,090.1	611.2		1,701.3
Reclamation and remediation liabilities		168.0	120.5		288.5
Deferred revenue from sale of future production		53.8			53.8
Derivative instruments			388.7		388.7
Deferred income tax liabilities	49.0	155.2	452.2		656.4
Employee related benefits		232.8	1.3		234.1
Other long-term liabilities	161.0	95.1	335.6	(227.3)	364.4
Total liabilities	374.2	2,474.0	2,623.0	(1,097.6)	4,373.6
Minority interest in subsidiaries		379.3	365.1	(389.8)	354.6

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Stockholders' equity					
Preferred stock			60.7	(60.7)	
Common stock	565.0		0.1	(0.1)	565.0
Additional paid-in capital	4,109.0	2,022.2	5,688.7	(6,781.5)	5,038.4
Accumulated other comprehensive (loss) income	(64.0)	(54.3)	(74.7)	129.0	(64.0)
Retained (deficit) earnings	(120.2)	(58.5)	203.1	(144.6)	(120.2)
Total stockholders' equity	4,489.8	1,909.4	5,877.9	(6,857.9)	5,419.2
Total liabilities and stockholders' equity	\$ 4,864.0	\$ 4,762.7	\$ 8,866.0	\$ (8,345.3)	\$ 10,147.4

**Table of Contents****NEWMONT MINING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

<b>Statement of Consolidating Cash Flows</b>	<b>Newmont Mining Corporation</b>	<b>Newmont USA</b>	<b>Other Subsidiaries</b>	<b>Eliminations</b>	<b>Newmont Mining Corporation Consolidated</b>
<b>(in millions, as restated see Note 32)</b>					
<b>Year Ended December 31, 2003</b>					
Operating activities:					
Net income	\$ 475.7	\$ 391.5	\$ 471.4	\$ (862.9)	\$ 475.7
Adjustments to reconcile net income to net cash provided by operating activities	(480.6)	236.2	(323.9)	862.9	294.6
Increase (decrease ) in operating assets	19.3	(11.7)	(239.5)		(231.9)
Net cash provided by (used in) operating activities	14.4	616.0	(92.0)		538.4
Investing activities:					
Additions to property, plant and mine development		(365.4)	(139.1)		(504.5)
Receipts from joint ventures and affiliates, net		39.3			39.3
Investment in affiliates			(70.1)		(70.1)
Early settlement of ineffective derivative instruments			(57.5)		(57.5)
Proceeds from sale of TVX Newmont Americas			180.0		180.0
Proceeds from sale of investments and other	0.6	(2.0)	217.1		215.7
Net cash provided by (used in) investing activities	0.6	(328.1)	130.4		(197.1)
Financing activities:					
Net (repayments) borrowings	(1,238.8)	756.8	(187.4)		(669.4)
Dividends paid on common and preferred stock	(63.0)		(7.7)		(70.7)
Proceeds from stock issuance and other	1,286.8				1,286.8
Net cash (used in) provided by financing activities	(15.0)	756.8	(195.1)		546.7
Effect of exchange rate changes on cash		1.4	22.9		24.3
Net change in cash and cash equivalents		1,046.1	(133.8)		912.3
Cash and cash equivalents at beginning of year		165.1	236.6		401.7
Cash and cash equivalents at end of year	\$	\$ 1,211.2	\$ 102.8	\$	\$ 1,314.0



**Table of Contents****NEWMONT MINING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Statement of Consolidating Cash Flows	Newmont Mining Corporation	Newmont USA	Other Subsidiaries	Eliminations	Newmont Mining Corporation Consolidated
(in millions, as restated see Note 32)					
Year Ended December 31, 2002					
Operating activities:					
Net income (loss)	\$ 158.0	\$ 215.9	\$ 203.3	\$ (419.2)	\$ 158.0
Adjustments to reconcile net income (loss) to net cash provided by operating activities	(165.6)	367.4	(84.2)	367.0	484.6
Increase (decrease ) in operating assets	108.9	28.4	(136.4)	12.4	13.3
Net cash provided by (used in) operating activities	101.3	611.7	(17.3)	(39.8)	655.9
Investing activities:					
Additions to property, plant and mine development		(231.7)	(68.3)		(300.0)
Proceeds from settlement of cross currency swaps			50.8		50.8
Settlement of derivative instruments			(21.1)		(21.1)
Advances to joint ventures and affiliates		(24.8)			(24.8)
Cash consideration for Normandy shares			(461.7)		(461.7)
Cash received from acquisitions, net of transaction costs		(39.8)	371.4	39.8	371.4
Proceeds from sale of investments and other		95.6	401.9		497.5
Net cash (used in) provided by investing activities		(200.7)	273.0	39.8	112.1
Financing activities:					
Net repayments	(121.5)	(398.9)	(27.0)		(547.4)
Dividends paid on common and preferred stock	(43.5)		(6.5)		(50.0)
Proceeds from stock issuances	63.7	3.6			67.3
Net cash used in financing activities	(101.3)	(395.3)	(33.5)		(530.1)
Effect of exchange rate changes on cash			14.4		14.4
Net change in cash and cash equivalents		15.7	236.6		252.3
Cash and cash equivalents at beginning of year		149.4			149.4
Cash and cash equivalents at end of year	\$	\$ 165.1	\$ 236.6	\$	\$ 401.7





## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

151

**Table of Contents****NEWMONT MINING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****NOTE 30 SUBSEQUENT EVENTS**

In January 2004, Newmont filed a shelf registration statement on Form S-3 under which it can issue debt and equity securities from time-to-time having an aggregate offering price of \$1 billion. Newmont also filed a shelf registration statement on Form S-4 under which it can issue from time-to-time in connection with future acquisitions of businesses, properties or assets, common stock and common stock warrants having an aggregate offering price of U.S.\$200 million. These registration statements were declared effective on February 4, 2004.

***Silver Commodity Contracts***

During January 2004, Newmont entered into silver fixed forward contracts. These contracts have been designated as cash flow hedges of future silver by-product credits and as such, changes in the market value will be recorded in *Other comprehensive income, net of tax*. The following table details the maturity of the silver forward contracts:

Silver Forward Contracts: (U.S.\$ Denominated)	Expected Maturity Date or Transaction Date			Total/ Average
	2004	2005	2006	
Ounces (in thousands)	550	600	50	1,200
Average price	\$ 6.5	\$ 6.5	\$ 6.5	\$ 6.5

**NOTE 31 UNAUDITED SUPPLEMENTARY DATA****Deferred Stripping Costs**

In general, mining costs are charged to *Costs applicable to sales* as incurred. However, at open pit mines, which have diverse grades and waste-to-ore ratios over the mine life, the Company defers and amortizes certain mining costs on a units-of-production basis over the life of the mine. These mining costs, which are commonly referred to as deferred stripping costs, are incurred in mining activities that are normally associated with the removal of waste rock. The deferred stripping accounting method is generally accepted in the mining industry where mining operations have diverse grades and waste-to-ore ratios; however, industry practice does vary. Deferred stripping matches the costs of production with the sale of such production at the Company's operations where it is employed, by assigning each ounce of gold with an equivalent amount of waste removal cost. If the Company were to expense stripping costs as incurred, there might be greater volatility in the Company's period-to-period results of operations.

Details of deferred stripping with respect to certain of the Company's open pit mines are as follows (unaudited):

	Nevada <sup>(3)</sup>			Mesquite <sup>(4)</sup>		
	2003	2002	2001	2003	2002	2001
<b>Life-of-mine Assumptions Used as Basis For Deferred Stripping Calculations</b>						
Stripping ratio <sup>(1)</sup>	125.0	125.1	138.4	n/a	n/a	237.6
Average ore grade (ounces of gold per ton)	0.049	0.073	0.066	n/a	n/a	0.023
<b>Actuals for Year</b>						
Stripping ratio <sup>(2)</sup>	124.9	72.2	88.9	n/a	n/a	155.5
Average ore grade (ounces of gold per ton)	0.075	0.081	0.060	n/a	n/a	0.031
<b>Remaining Mine Life</b> (years)	9	10	11	n/a	n/a	

**Table of Contents****NEWMONT MINING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

	<b>La Herradura<sup>(5)</sup></b>			<b>Minahasa<sup>(6)</sup></b>		
	<b>2003</b>	<b>2002</b>	<b>2001</b>	<b>2003</b>	<b>2002</b>	<b>2001</b>
<b>Life-of-mine Assumptions Used as Basis For Deferred Stripping Calculations</b>						
Stripping ratio <sup>(1)</sup>	146.4	141.3	177.0	n/a	n/a	14.5
Average ore grade (ounces of gold per ton)	0.030	0.031	0.035	n/a	n/a	0.172
<b>Actuals for Year</b>						
Stripping ratio <sup>(1)</sup>	157.4	158.5	200.0	n/a	n/a	15.9
Average ore grade (ounces of gold per ton)	0.026	0.026	0.025	n/a	n/a	0.131
<b>Remaining Mine Life (years)</b>	<b>5</b>	<b>6</b>	<b>7</b>	<b>n/a</b>	<b>n/a</b>	

	<b>Tanami<sup>(7)</sup></b>		<b>Kalgoorlie<sup>(8)</sup></b>		<b>Martha<sup>(9)</sup></b>		<b>Ovacik<sup>(10)</sup></b>	
	<b>2003</b>	<b>2002</b>	<b>2003</b>	<b>2002</b>	<b>2003</b>	<b>2002</b>	<b>2003</b>	<b>2002</b>
<b>Life-of-mine Assumptions Used as Basis For Deferred Stripping Calculations</b>								
Stripping ratio <sup>(1)</sup>	48.8	68.2	114.8	111.5	32.1	31.7	34.9	28.9
Average ore grade (ounces of gold per ton)	0.160	0.113	0.065	0.065	0.103	0.093	0.356	0.362
<b>Actuals for Year</b>								
Stripping ratio <sup>(1)</sup>	63.5	86.4	112.2	131.0	29.5	36.6	40.4	32.1
Average ore grade (ounces of gold per ton)	0.108	0.107	0.063	0.054	0.089	0.100	0.374	0.358
<b>Remaining Mine Life (years)</b>	<b>1</b>	<b>2</b>	<b>13</b>	<b>14</b>	<b>3</b>	<b>4</b>	<b>2</b>	<b>3</b>

(1) Total tons to be mined in future divided by total ounces of gold to be recovered in future, based on proven and probable reserves.

(2) Total tons mined divided by total ounces of gold recovered.

(3) The actual stripping ratio increased in 2003 from 2002 due to increased waste removal for the Gold Quarry South Layback at Carlin and Section 30 at Twin Creeks. The life-of-mine grade decreased in 2003 due to the inclusion of several low grade deposits previously excluded. The life-of-mine stripping ratio decreased in 2002 from 2001 due to the deferral of open pit projects in response to lower gold prices. The actual stripping ratio in 2002 decreased from 2001 due to mining higher-grade ore zones in the Twin Creeks pit.

(4) Mesquite is included in the Company's Other North America operating segment. Mesquite ceased mining operations in the second quarter of 2001 and was sold in December 2003.

(5) The life-of-mine stripping ratios decreased in 2002 from 2001 due to an increase in proven and probable reserve ounces. The actual stripping ratio decreased in 2002 from 2001 due to waste removal in 2001 in preparation for 2002 mining activities. La Herradura is included in the Company's Other North America operating segment.

(6) Minahasa is included in the Company's Other International operating segment. Minahasa ceased mining operations in the fourth quarter of 2001.

(7) The life-of-mine and actual stripping ratios decreased in 2003 from 2002 due to the completion of a higher stripping ratio pit during September 2002. The life-of-mine grade increased in 2003 as several low grade pits were completed during 2002. The one year mine life is for open pit operations only. The underground mine life is six years. Tanami is included in the Company's Other Australia operating segment.

(8) The actual stripping ratio decreased in 2003 as a direct result of higher-grade material being mined. Kalgoorlie is included in the Company's Other Australia operating segment.

(9) The actual stripping ratio decreased in 2003 due to lower waste removal during the period. Martha is included in the Company's Other International operating segment.

- <sup>(10)</sup> The life-of-mine stripping ratio increased in 2003 due to a shift from mining underground reserves to open pit reserves. The actual stripping ratio increased in 2003 from 2002 due to accelerated waste removal required to maintain higher mill throughput. Ovacik is included in the Company's Other International segment.

**Table of Contents****NEWMONT MINING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****Quarterly Data**

The following is a summary of selected quarterly financial information (unaudited and in millions, except per share amounts):

	<b>2003</b>			
	<b>Three Months Ended</b>			
	<b>March 31,</b>	<b>June 30,</b>	<b>September 30,</b>	<b>December 31,</b>
Revenues	\$ 748.5	\$ 747.2	\$ 897.0	\$ 821.4
Gross profit <sup>(1)</sup>	\$ 203.5	\$ 174.2	\$ 282.7	\$ 288.9
Income before cumulative effect of a change in accounting principle	\$ 151.8	\$ 90.8	\$ 114.4	\$ 153.1
Net income applicable to common shares	\$ 117.3	\$ 90.8	\$ 114.4	\$ 153.1
Income before cumulative effect of a change in accounting principle, per common share, basic and diluted	\$ 0.38	\$ 0.22	\$ 0.28	\$ 0.36
Net income per common share, basic and diluted	\$ 0.29	\$ 0.22	\$ 0.28	\$ 0.36
Basic weighted-average shares outstanding	401.9	405.4	408.4	426.5
Diluted weighted-average shares outstanding	404.2	408.2	412.9	430.9
Dividends declared per common share	\$ 0.04	\$ 0.04	\$ 0.04	\$ 0.05
Closing price of common stock	\$ 26.15	\$ 32.46	\$ 39.09	\$ 48.61
<b>2002</b>				
	<b>Three Months Ended</b>			
	<b>March 31,</b>	<b>June 30,</b>	<b>September 30,</b>	<b>December 31,</b>
Revenues	\$ 495.4	\$ 643.7	\$ 721.1	\$ 798.7
Gross profit <sup>(1)</sup>	\$ 54.0	\$ 127.9	\$ 144.1	\$ 210.0
(Loss) income before cumulative effect of a change in accounting principle	\$ (14.5)	\$ 69.0	\$ 20.8	\$ 75.1
Net (loss) income applicable to common shares	\$ (8.7)	\$ 67.1	\$ 20.8	\$ 75.1
(Loss) income before cumulative effect of a change in accounting principle, per common share, basic and diluted	\$ (0.06)	\$ 0.17	\$ 0.05	\$ 0.19
Net (loss) income per common share, basic and diluted	\$ (0.03)	\$ 0.17	\$ 0.05	\$ 0.19
Basic weighted-average shares outstanding	281.5	397.5	401.4	401.7
Diluted weighted-average shares outstanding	281.5	399.5	403.0	403.0
Dividends declared per common share	\$ 0.03	\$ 0.03	\$ 0.03	\$ 0.03
Closing price of common stock	\$ 27.60	\$ 26.27	\$ 27.47	\$ 29.03

<sup>(1)</sup> Revenues less *Costs applicable to sales*, and *Depreciation, depletion, and amortization*.

Significant fourth quarter adjustments for 2003 were (i) \$30 million (\$0.07 per share, basic) after-tax loss on a guarantee of QMC debt; (ii) \$18 million (\$0.04 per share, basic) after-tax impairment charge at Golden Giant in Canada; and (iii) \$72 million (\$0.17 per share, basic) tax benefit from the release of valuation allowances. The significant fourth quarter adjustment in 2002 was a \$21.9 million tax benefit related to additional depletion benefits and resolved tax issues associated with prior years.

**Table of Contents****NEWMONT MINING CORPORATION****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****NOTE 32 RESTATEMENT OF STATEMENTS OF CONSOLIDATED CASH FLOWS**

The Statements of Consolidated Cash Flows for the years ended December 31, 2003 and 2002 have been restated. The Company has determined that it had incorrectly classified the impact of foreign currency exchange rate changes among *Net cash provided by operating activities* and *Effect of exchange rate changes on cash* in the Statements of Consolidated Cash Flows and, therefore, a restatement is required to classify the impact of foreign currency exchange rate changes to the proper line items. In addition, for the year ended December 31, 2003, the Company corrected certain misclassifications between *Net cash provided by operating activities* and *Net cash used in investing activities*.

The following Condensed Statements of Consolidated Cash Flows for the years ended December 31, 2003 and 2002 set forth the effects of these restatements:

<b>Year Ended December 31, 2003</b>			
	<b>As Previously Reported</b>	<b>Adjustments</b>	<b>As Restated</b>
		<b>(in thousands)</b>	
Net cash provided by operating activities	\$ 588,752	\$ (50,315)	\$ 538,437
Net cash used in investing activities	(201,778)	4,714	(197,064)
Net cash provided by financing activities	546,666		546,666
Effect of exchange rate changes on cash	(21,301)	45,601	24,300
Net change in cash and cash equivalents	912,339		912,339
Cash and cash equivalents at the beginning of year	401,683		401,683
Cash and cash equivalents at the end of year	\$ 1,314,022	\$	\$ 1,314,022

<b>Year Ended December 31, 2002</b>			
	<b>As Previously Reported</b>	<b>Adjustments</b>	<b>As Restated</b>
		<b>(in thousands)</b>	
Net cash provided by operating activities	\$ 670,308	\$ (14,491)	\$ 655,817
Net cash provided by investing activities	112,110		112,110
Net cash used in financing activities	(530,075)		(530,075)
Effect of exchange rate changes on cash	(91)	14,491	14,400
Net change in cash and cash equivalents	252,252		252,252
Cash and cash equivalents at the beginning of year	149,431		149,431
Cash and cash equivalents at the end of year	\$ 401,683	\$	\$ 401,683



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## **Table of Contents**

### **ITEM 9A. CONTROLS AND PROCEDURES**

During the fiscal period covered by this report, the Company's management, with the participation of the Chief Executive Officer and Chief Financial Officer of the Company, carried out an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")). Based on such evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures were effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the required time periods.

Even an effective internal control system, no matter how well designed, has inherent limitations including the possibility of the circumvention or overriding of controls. Therefore, the Company's internal control over financial reporting can provide only reasonable assurance with respect to the reliability of the Company's financial reporting and financial statement preparation.

There was no change in the Company's internal control over financial reporting during the fiscal quarter ended December 31, 2003 that materially affected, or that is reasonably likely to materially affect, the Company's internal control over financial reporting.

In June 2004, the Company discovered an error in its Statements of Consolidated Cash Flows. The error resulted from a misinterpretation of the accounting standards relating to Statements of Cash Flows. The Company brought the error to the attention of its Audit Committee and independent auditor and, in July 2004, determined that it would restate its Statements of Consolidated Cash Flows for the periods ending March 31, June 30, September 30 and December 31, 2002 and 2003, respectively, and March 31, 2004. See Note 32 to Consolidated Financial Statements. The Company is taking steps to strengthen our accounting staff and remediate the significant deficiency in the review processes surrounding the preparation of the financial statements.

## **PART IV**

### **ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K**

(a) The following documents are filed as a part of this report:

#### ***Financial Statements***

The Consolidated Financial Statements, together with the report thereon of PricewaterhouseCoopers LLP dated February 27, 2004, are included as part of Item 8, Financial Statements and Supplementary Data, commencing on page 116 above.

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<u>Statements of Consolidated Operations and Comprehensive Income (Loss)</u>	118
<u>Consolidated Balance Sheets</u>	119
<u>Statements of Consolidated Changes in Stockholders' Equity</u>	120
<u>Statements of Consolidated Cash Flows</u>	121
<u>Notes to Consolidated Financial Statements</u>	122

## *Financial Statement Schedules*

	<b>Page</b>
<u>Financial Statements of Nusa Tenggara Partnership, V. O. F.</u>	NT-1

**Table of Contents**

***Exhibits***

Reference is made to the Exhibit Index beginning on page E-1 hereof.

(b) Reports filed on Form 8-K in the quarter ended December 31, 2003:

Report dated October 29, 2003, announcing financial results for the quarter ended September 30, 2003.

Report dated November 5, 2003, announcing the public offering of 24,000,000 shares of the Company's common stock at a price to the public of \$42.40 per share.

Table of Contents

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized.

NEWMONT MINING CORPORATION

(Registrant)

Date: July 27, 2004

/s/ BRUCE D. HANSEN

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**Bruce D. Hansen**  
*Senior Vice President and*

*Chief Financial Officer*

*(Principal Financial Officer)*

Date: July 27, 2004

/s/ DAVID W. PEAT

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**David W. Peat**  
*Vice President and*

*Global Controller*

*(Principal Accounting Officer)*

S-1

**Table of Contents**

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
2(a)	Arrangement Agreement, dated as of November 14, 2001, by and between Franco-Nevada Mining Corporation Limited and Newmont Mining Corporation (now known as Newmont USA Limited ). Incorporated by reference to Exhibit 2.1 to the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 1, 2002.
2(b)	Deeds of Undertaking, dated as of November 14, 2001, November 14, 2001, and December 10, 2001, by and between Newmont Mining Corporation (now known as Newmont USA Limited ) and Normandy Mining Limited. Incorporated by reference to Exhibit 2.2 to the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 1, 2002.
2(c)	Agreement and Plan of Merger, dated as of January 8, 2002, by and among Newmont Mining Corporation (now known as Newmont USA Limited ), the Issuer and Delta Acquisitionco Corp. Incorporated by reference to Exhibit 2.3 to the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 1, 2002.
3(a)	Certificate of Incorporation of Issuer. Incorporated herein by reference to Appendix F to the Issuer's Registration Statement on Form S-4 (File No. 333-76506), filed with the Securities and Exchange Commission on January 10, 2002.
3(b)	Certificate of Elimination of Series A Junior Participating Preferred Stock of Registrant. Incorporated herein by reference to Exhibit 3.2 to the Issuer's Registration Statement on Form 8-A relating to the registration of its common stock, filed with the Securities and Exchange Commission on February 15, 2002.
3(c)	Certificate of Designations of Special Voting Stock. Incorporated herein by reference to Exhibit 3.3 to the Issuer's Registration Statement on Form 8-A relating to the registration of its common stock, filed with the Securities and Exchange Commission on February 15, 2002.
3(d)	Certificate of Amendment to the Certificate of Incorporation of Issuer. Incorporated herein by reference to Exhibit 3.4 to the Issuer's Registration Statement on Form 8-A relating to the registration of its common stock, filed with the Securities and Exchange Commission on February 15, 2002.
3(e)	Certificate of Designations of \$3.25 Convertible Preferred Stock of Issuer. Incorporated herein by reference to Exhibit 3.6 to the Issuer's Registration Statement on Form 8-A relating to the registration of its \$3.25 convertible preferred stock, filed with the Securities and Exchange Commission on February 15, 2002.
3(f)	Certificate of Designations of Series A Junior Participating Preferred Stock of Issuer. Incorporated herein by reference to Exhibit 3.1 to the Issuer's Registration Statement on Form 8-A, relating to the registration of its preferred stock purchase rights, filed with the Securities and Exchange Commission on February 15, 2002.
3(g)	By-laws of the Issuer. Incorporated by reference to Exhibit 3(g) to Newmont Mining Corporation's Annual Report on Form 10-K for the year ended December 31, 2001.
4(a)	Rights Agreement, dated as of February 13, 2002, between the Issuer and Mellon Investor Services LLC (which includes the form of Certificate of Designations of Series B Junior Preferred Stock of the Company as Exhibit A, the form of Right Certificate as Exhibit B and the Summary of Rights to Purchase Preferred Shares as Exhibit C). Incorporated herein by reference to Exhibit 4.1 to the Issuer's Registration Statement on Form 8-A, relating to the registration of its preferred stock purchase rights, filed with the Securities and Exchange Commission on February 15, 2002.

**Table of Contents**

<b>Exhibit Number</b>	<b>Description</b>
4(b)	Indenture dated March 23, 1992 between Newmont Mining Corporation (now known as Newmont USA Limited ) and Bank of Montreal Trust Company. Incorporated by reference to Exhibit 4 to Newmont Mining Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 1992.
4(c)	First Supplemental Indenture dated May 15, 2000, between Newmont Mining Corporation (now known as Newmont USA Limited ) and The Bank of New York (as successor to Bank of Montreal Trust Company). Incorporated by reference to Exhibit 4(c) to Newmont Mining Corporation's Annual Report on Form 10-K for year ended December 31, 2000.
4(d)	Pass Through Trust Agreement dated as of July 15, 1994, between Newmont Gold Company (now known as Newmont USA Limited ) and The First National Bank of Chicago relating to the Pass Through Certificates, Series 1994-A1. (The front cover of this Exhibit indicates the material differences between such Exhibit and the substantially similar (except for price-related information) Pass-Through Agreement between Newmont Gold Company (now known as Newmont USA Limited ) and The First National Bank of Chicago relating to the Pass-Through Certificates, Series 1994-A2.) Incorporated by reference to Exhibit 4.1 to Newmont Gold Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 1994.
4(e)	Lease dated as of September 30, 1994, between Newmont Gold Company (now known as Newmont USA Limited ) and Shawmut Bank Connecticut, National Association relating to Trust No. 1 and a 75% undivided interest in Newmont Gold Company's refractory gold ore treatment facility. (The front cover of this Exhibit indicates the material differences between such Exhibit and the substantially similar (except for price-related information) entered into on the same date relating to the remaining 25% undivided interest in the facility.) Incorporated by reference to Exhibit 4.2 to Newmont Gold Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 1994.
4(f)	Trust Indenture and Security Agreement dated as of July 15, 1994, between Shawmut Bank Connecticut, National Association and The First National Bank of Chicago relating to Trust No. 1 and a 75% undivided interest in Newmont Gold Company's (now known as Newmont USA Limited ) refractory gold ore treatment facility. (The front cover of this Exhibit indicates the material differences between such Exhibit and the substantially similar (except for price-related information) entered into on the same date relating to the remaining 25% undivided interest in the facility.) Incorporated by reference to Exhibit 4.3 to Newmont Gold Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 1994.
4(g)	See footnote (1).
10(a)	1987 Key Employees Stock Option Plan as amended as of October 25, 1993. Incorporated by reference to Exhibit 10(e) to Newmont Mining Corporation's Annual Report on Form 10-K for year ended December 31, 1993.
10(b)	1992 Key Employees Stock Plan as amended as of October 25, 1993. Incorporated by reference to Exhibit 10(p) to Newmont Mining Corporation's Annual Report on Form 10-K for the year ended December 31, 1993.
10(c)	1996 Employees Stock Plan amended and restated effective as of March 17, 1999. Incorporated by reference to Exhibit 10(d) to Newmont Mining Corporation's Annual Report on Form 10-K for the year ended December 31, 1998.
10(d)	1999 Employees Stock Plan. Incorporated by reference to Exhibit 10(e) to Newmont Mining Corporation's Annual Report on Form 10-K for the year ended December 31, 1998.
10(e)	Newmont Mining Corporation Annual Incentive Compensation Plan (Effective as of January 1, 2003) see footnote 2.

## Table of Contents

Exhibit Number	Description
10(f)	Newmont Mining Corporation Intermediate Term Incentive Compensation Plan (Amended and Restated Generally Effective as of January 1, 2002). Incorporated by reference to Exhibit 10(l) to Newmont Mining Corporation's Annual Report on Form 10-K for the year ended December 31, 2002.
10(g)	Executive Change of Control Severance Plan dated as of February 1, 1999. Incorporated by reference to Exhibit 10(n) to Newmont Mining Corporation's Annual Report on Form 10-K for the year ended December 31, 1998.
10(h)	Newmont Mining Corporation 2000 Non-Employee Directors Stock Plan, as Amended and Restated as of May 17, 2000. Incorporated by reference to Exhibit 10 to Newmont Mining Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2000.
10(i)	Agreement dated September 15, 1999, among Newmont Mining Corporation, Newmont Gold Company and Bruce D. Hansen. Incorporated by reference to Exhibit 10(a) to Newmont Mining Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 1999.
10(j)	Agreement dated August 20, 1999, between Newmont Gold Company and John A. S. Dow, as Executive, and Executive's Spouse. Incorporated by reference to Exhibit 10(b) to Newmont Mining Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 1999.
10(k)	Agreement dated February 1, 1999, among Newmont Mining Corporation, Newmont Gold Company and certain executive officers. Incorporated by reference to Exhibit 10(b) to Newmont Mining Corporation's Quarterly Report on Form 10-Q for the quarter ended March 31, 1999.
10(l)	Letter Agreement dated May 6, 1993, between Newmont Gold Company and Wayne W. Murdy. Incorporated by reference to Exhibit 10 to Newmont Gold Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 1993.
10(m)	Letter Agreement dated March 23, 2001, between Wayne W. Murdy and Newmont Mining Corporation. Incorporated by reference as Exhibit 10(v) to Newmont Mining Corporation's Annual Report on Form 10-K for the year ended December 31, 2000.
10(n)	Escrow Agreement dated as of November 14, 2001, among Seymour Schulich and Nevada Capital Corporation Limited and Gowling Lafleur Henderson LLP and Newmont Mining Corporation. Incorporated by reference to Exhibit 10(z) to Newmont Mining Corporation's Annual Report on Form 10-K for the year ended December 31, 2002.
10(o)	Escrow Agreement dated as of November 14, 2001, among Pierre Lassonde and Lassonde Family Trust and Firelight Investments, Inc. and Gowling Lafleur Henderson LLP and Newmont Mining Corporation. Incorporated by reference to Exhibit 10(aa) to Newmont Mining Corporation's Annual Report on Form 10-K for the year ended December 31, 2002.
10(p)	Employment Agreement effective, as of February 16, 2002, between Newmont Global Employment Limited Partnership and Pierre Lassonde. Incorporated by reference to Exhibit 10(a) to Newmont Mining Corporation's Quarterly Report on Form 10-Q for period ended June 30, 2002, filed August 14, 2002.
10(q)	Amendment of Employment Agreement effective, as of February 16, 2004, between Newmont Global Employment Limited Partnership and Pierre Lassonde, filed herewith.
10(r)	Consulting Agreement effective as of April 1, 2002, between Newmont Capital Limited and Seymour Schulich. Incorporated by reference as Exhibit 10(x) to Newmont Mining Corporation's Annual Report on Form 10-K for the year ended December 31, 2002.
12.1	Statement re Computation of Ratio of Earnings to Fixed Charges and Preferred Dividends see footnote 2.
12.2	Statement re Computation of Ratio of Earnings to Fixed Charges see footnote 2.



## **Table of Contents**

<b>Exhibit Number</b>	<b>Description</b>
16	Letter of Arthur Andersen LLP to the Securities and Exchange Commission dated June 4, 2002 pursuant to Item 304(a)(3) of Regulation S-K. Incorporated by reference to Newmont Mining Corporation's Current Report on Form 8-K/A filed June 4, 2002.
18	Letter from PricewaterhouseCoopers LLP to Newmont Mining Corporation's board of directors regarding its concurrence with management concerning the adoption of a preferable accounting principle in conformity with Accounting Principles Board Opinion No. 20. Incorporated by reference to Exhibit 18.1 to Newmont Mining Corporation's Quarterly Report on Form 10-Q for the period ended September 30, 2002 filed November 14, 2002.
21	Subsidiaries of Newmont Mining Corporation see footnote 2.
23.1	Consent of Behre Dolbear, filed herewith.
23.2	Consent of PricewaterhouseCoopers LLP, filed herewith.
24	Power of Attorney see footnote 2.
31.1	Certification Pursuant to Rule 13A-14 or 15D-14 of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 signed by the Principal Executive Officer, filed herewith.
31.2	Certification Pursuant to Rule 13A-14 or 15D-14 of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 signed by the Principal Financial Officer, filed herewith.
32.1	Statement Required by 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 signed by Principal Executive Officer, furnished herewith.
32.2	Statement Required by 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 signed by Chief Financial Officer, furnished herewith.

(1) In reliance upon Item 601(b)(4)(iii) of Regulation S-K, various instruments defining the rights of holders of long-term debt of the Newmont Mining Corporation are not being filed herewith because the total of securities authorized under each such instrument does not exceed 10% of the total assets of Newmont Mining Corporation. Newmont Mining Corporation hereby agrees to furnish a copy of any such instrument to the Commission upon request.

(2) Filed with Annual Report on Form 10-K for the period ended December 31, 2003 filed March 15, 2004.